



**MARVEL**  
**COMICS**  
**GROUP**

**2¢**  
**ND.** **29**  
**FEB**



# *the* **X-MEN**



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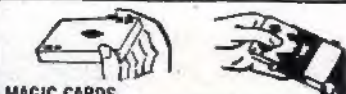
**THE**  
**SUPER-**  
**ADAPTOID**  
**STRIKES!**



### THROW YOUR VOICE



Throw your voice into trunks, behind doors, everywhere. Instrument fits in your mouth and out of sight. Fool teacher, friends and family. Free book on "How to Become a Ventriloquist." No. 137 — 25¢



### MAGIC CARDS

Deck is marked and stripped. Can be read from the back but looks like ordinary deck. With instructions for 10 terrific tricks. No. 183 — \$1.98

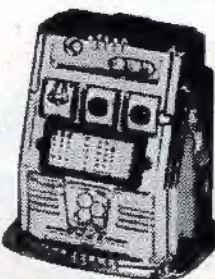
### SURPRISE PACKAGE



Are you willing to take a chance? We won't tell you what you get, but because you're willing to gamble, we'll give you more than your money's worth. Only 50¢ No. 678 — 50¢

### JACK POT BANK

A Dime-operating Jack Pot Bank that works just like the one armed bandit in Las Vegas. Just deposit the dime and spin the handle: Reels spin and look like the real stuff. Dimes are removable. This game should not be used for gambling purposes, only for fun. No. 2060 — 1.98



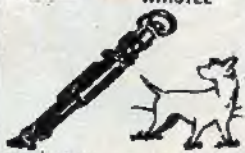
### UNBEATABLE SELF DEFENSE MADE EASY KETSUGO ONLY \$1.00

The powerful choice secrets of: Karate, Aikido, Aikido, Judo, Yawara, Jiu Jitsu, Savate. REDUCE ANY ASSAILANT TO CRINGING HELPLESSNESS IN SECONDS. Learn by yourself in just one week. No matter how small you are you can walk with confidence—fear no man. No. 224 — \$1.00

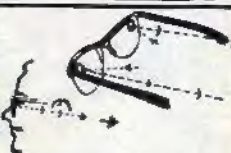


**AMAZING MINIATURE RADIO** This tiny, feather weight radio operates without batteries, without tubes, but brings you years of listening pleasure. There's nothing to wear out, nothing to replace. No. 044 — \$2.98

### SILENT DOG WHISTLE



This whistle can't be heard by human ears, but Rover can hear it half a mile away. Your dog will understand that this whistle is for him alone. Be amazed how quickly he responds. No. 701 — \$1.00



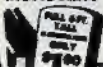
### SEE BEHIND GLASSES

A specially treated pair of sunglasses with secret mirrors that enable you to see behind you without anyone knowing you're watching. Really comes in handy at times. No. 30 — 75¢

## TREASURE CHEST OF FUN



### MONSTER SIZE MONSTERS



A full 6 feet tall in authentic full color and so very life-like you'll probably find yourself talking to them. We have those two all-time favorites — spine-chilling Frankenstein and the mad vampire Dracula. No. F17 — 1.00

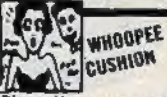
**WORMS** Drop these seemingly innocent pellets into a glass of water and magically a worm will appear. Can you imagine the look of horror on your victims face? It's harmless. No. 612 — 15¢



**ONION GUM** Yes—Looks like real chewing gum but tastes like ONIONS! Its too funny! 12 slices to a pack. No. 281 — 20¢

### MINIATURE SECRET CAMERA

Precision camera so small, it fits in cigarette pack. Weighs 2½ ounces and takes 10 pictures per roll. Precision ground lens and time expose shutter. Can be hidden anywhere. Complete with free roll of film. No. 788 — \$1.00 6 Rolls Film 98¢



### WHOOPEE CUSHION

Place it on a chair under a cushion, then watch the fun when someone sits down! It gives forth embarrassing noises. Made of rubber, and inflatable. A scream at parties and gatherings. 50¢ No. 247 — 50¢



### JOY BUZZER

The most popular joke novelty in years! Wind up and wear it like a ring. When you shake hands, it almost raises the victim off his feet with a "shocking sensation." Absolutely harmless. No. 239 — Only 50¢

### X-RAY SPECS

An Hilarious Optical Illusion \$1.00



Scientific optical principle really works. Imagine—you put on the "X-Ray" Specs and hold your hand in front of you. You seem to be able to look right through the flesh and see the bones underneath. Look at your friend. Is that really his body you "see" under his clothes? Loads of laughs and fun at parties. No. FL7 — \$1.00

6 FT. TALL

### TRICK BASEBALL

It bounces cockeyed, it curves, it dips, it's impossible to catch. It's sure to set all the kids on the block spinning after it. There's a barrel of fun in every bounce. No. 159 — 50¢



**Pen Size—Clips On Your Pocket—6-Power Magnifier.** This exciting new 6-power wide field magnifier is cleverly concealed in a pen-sized pocket scope that lets you "peek" to your hearts content. So handy for Sporting Events, Counter-spying and Girl Watching. Also contains a 30-power full microscope to thrill any naturalist. Not a toy, but a real instrument. Full money back guarantee if not delighted. Only \$2.98. Item No. F59 — \$2.98

### Secret Spy Scope



### TRICK BLACK SOAP

Ordinary looking piece of soap. Victim washes face and gets blacker and blacker. When he gets a look in the mirror, he'll be shocked. Harmless. No. 575 — Only 25¢

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| Item | Name of Item | How Many | Total Price |
|------|--------------|----------|-------------|
|------|--------------|----------|-------------|

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☐ Send C.O.D. I will pay postman on delivery plus C.O.D. and shipping charges.

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N.Y. State residents please add 2% sales tax.

Sorry, we cannot ship orders for less than \$1.00. Kindly add 15¢ for postage and handling to all orders.



**X-MEN! THE MOST UNUSUAL FIGHTING TEAM ALL TIME!**

# "WHEN TITANS CLASH!"

SO THIS IS WHAT YOU MUTANT MISFITS DO WHEN YOU'RE NOT BATTLIN' OTHER FREAKS... YA GOOF OFF ICE-SKATIN'!!

YOUR BLATANT DISDAIN OF OUR MORE PEACEFUL PURSUITS IS DULY NOTED, MR. RANKIN!

STILL, I OBSERVE YOU DIDN'T NEGLECT TO BRING ALONG YOUR OWN SKATES!

WHILE YOU TWO ARE ARGUIN', I'M GONNA CUT THE FIRST FIGURE EIGHT OF THE SEASON!

GANGWAY, CAROL HEISS! THE ICEMAN COMETH!

JEAN, GAL, I'M SURE GLAD YOU COULD MAKE IT DOWN FROM COLLEGE THIS WEEKEND!

SO AM I, WARREN... ESPECIALLY NOW THAT YOU'VE FULLY RECOVERED FROM YOUR ACCIDENT!

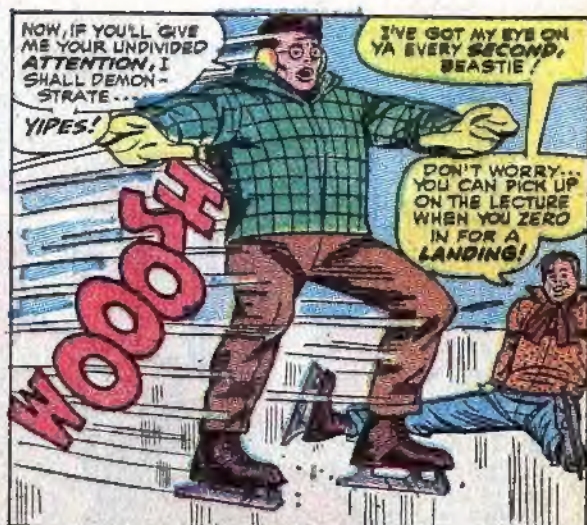
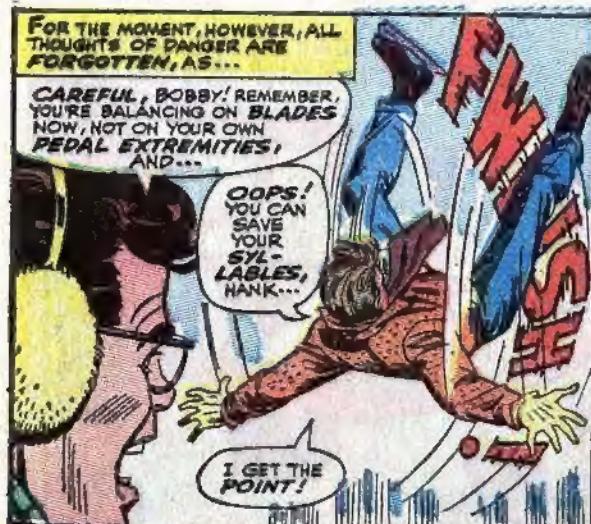
**ANOTHER TOWERING TRIUMPH FOR MAJESTIC MARVEL!!**

**STAN LEE..... EDITOR**  
**ROY THOMAS..... SCRIPTOR**  
**WERNER ROTH..... ARTIST**  
**JOHN TARTAGLIONE... INKER**  
**SAM ROSEN..... LETTERER**  
**IRVING FORBUSH..... SKATING INSTRUCTOR**

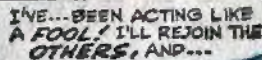
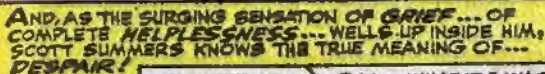
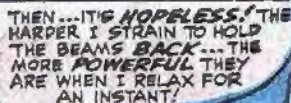
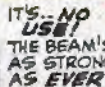
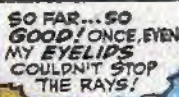
**THE TIME: EARLY WINTER!**  
**THE OCCASION: THE MORNING OF THE FIRST SOLID FREEZE OF DECEMBER!**  
**AND, AT A SECLUDED POND NOT FAR FROM PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS, SIX SUPER-POWERED TEENAGERS ENJOY A MOMENT OF RELAXATION... LITTLE DREAMING THAT SOON THEY WILL FACE THE MOMENTOUSLY MENACING THREAT OF... THE SUPER-ADAPTOID!**

THE X-MEN is published by CANAM PUBLISHERS SALES CORP. OFFICE OF PUBLICATION: 625 MADISON AVENUE, NEW YORK, N. Y. 10022. SECOND CLASS MAIL PRIVILEGES AUTHORIZED AT NEW YORK, N. Y. ADDITIONAL ENTRY AT Meriden, Conn. Published monthly. Copyright ©1966 by Canam Publishers Sales Corp., all rights reserved, 625 Madison Avenue, New York, N. Y. 10022. Vol. 1, No. 29, February, 1967 issue. Price 12¢ per copy. No similarity between any of the names, characters, persons and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. Printed in the U.S.A. by The Eastern Color Printing Co., Waterbury 20, Conn. Martin Goodman, Publisher. Subscription rate \$1.75 and \$2.25 Canada for 12 issues including postage. Foreign subscriptions \$3.25 in American funds.

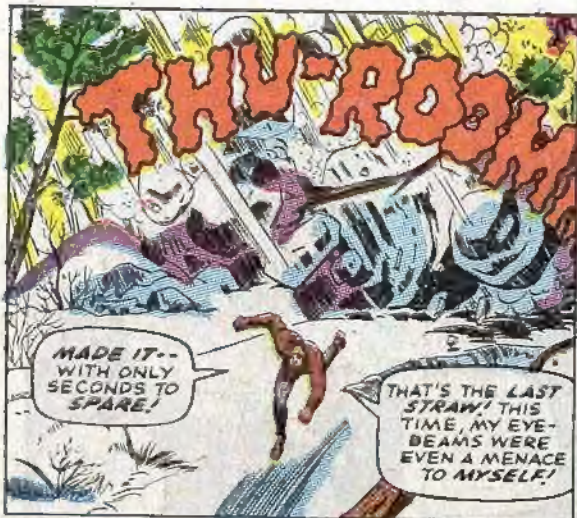












MADE IT--  
WITH ONLY  
SECONDS TO  
SPARE!

THAT'S THE LAST  
STRAW! THIS  
TIME, MY EYE-  
BEAMS WERE  
EVEN A MENACE  
TO MYSELF!

THEN, AS THE FINAL ECHOES OF THE THUNDERING  
AVALANCHE FADE AWAY, THE YOUNG MUTANT  
SURVEYS THE NOW-PEACEFUL SCENE...

THIS WILL SERVE AS A  
REMINDER TO ME... THAT  
I MUST NEVER LOSE MY  
TEMPER, NO MATTER  
HOW GREAT THE  
PROVOCATION!

FOR, WHEN  
I DO, MY  
MEREST  
GLANCE--  
CAN LEAD TO  
DISASTER  
AND  
DESTRUCTION!

LUCKILY,  
THERE'S NO  
ONE ELSE IN  
THIS AREA...  
TO BE  
MENACED  
BY THE ROCK  
SLIDE!

BUT, THE ERSTWHILE DEPUTY LEADER OF THE X-MEN IS NOT COMPLETELY CORRECT IN HIS ASSUMPTION...  
FOR, IF HIS DOOM-DEALING EYES COULD ONLY PIERCE THE SOIL AND ROCKS OF THAT VERY HILL,  
SCOTT SUMMERS WOULD BEHOLD A NETWORK OF LONG-FORGOTTEN TUNNELS...



WHAT IS THIS SOUND  
THAT DISTURBS MY  
SOLITUDE--MY PLACE  
OF RETREAT FROM  
THE MADNESS THAT  
MEN CALL  
CIVILIZATION?

ONCE USED BY THE BRITISH  
TO STORE AMMUNITION DURING  
AMERICA'S REVOLUTIONARY WAR,  
THEY ARE NOW THE SECRET LAIR  
OF ONE OF THE MOST POWERFUL  
CREATURES ON THE FACE OF OUR  
PLANET--THE AWESOME SUPER-  
ADAPTOID...

IF IT IS SOME  
INTRUDER--OR SOME  
AGENT OF A.I.M. WHO  
SEEKS TO REGAIN  
CONTROL OF ME--HE  
WOULD DO WELL TO  
BEWARE!

FOR, HAPLESS THE  
HUMAN WHO CROSSES  
THE PATH OF ONE  
WHO COMBINES THE  
POWERS OF FOUR  
OF THE MIGHTY  
AVENGERS!

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# MORE MARVEL MASTERPIECES...



**NOW  
ON SALE!**

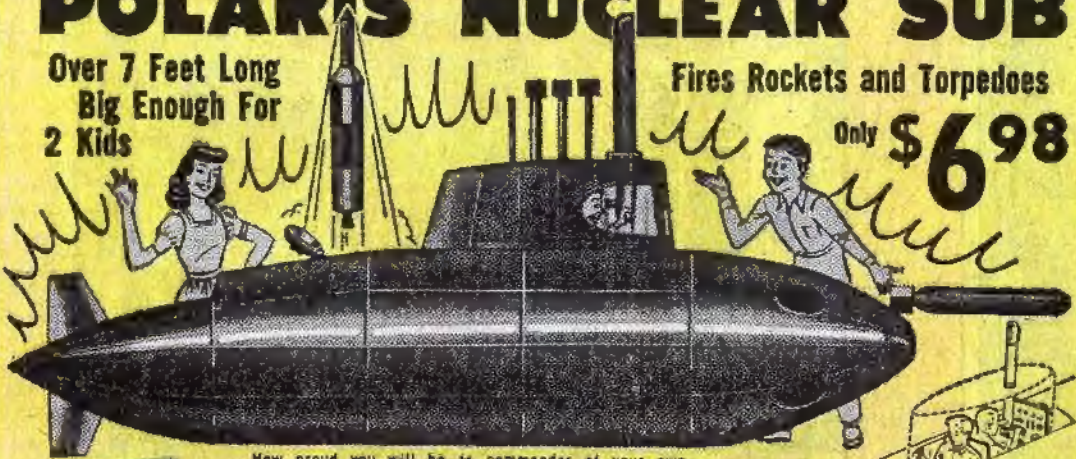


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Big Enough For  
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Only \$6<sup>98</sup>



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- Electrically lit instrument panel

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LYNBROOK, NEW YORK

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Print Your \_\_\_\_\_

Plainly Here \_\_\_\_\_

If you are  
a boy  
12 or older

Mail This Coupon Today



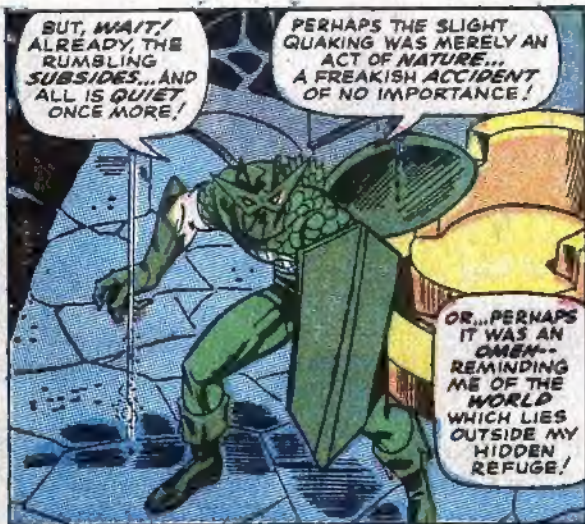


THE NEXT INSTANT...

DUST AND STONES--  
DISLODGED  
ON MY  
HEAD!

THOOOSH!

WHAT  
BEING  
WOULD  
DARE--?



BUT, WAIT!  
ALREADY, THE  
RUMBLING  
SUBSIDES...AND  
ALL IS QUIET  
ONCE MORE!

PERHAPS THE SLIGHT  
QUAKING WAS MERELY AN  
ACT OF NATURE...  
A FREAKISH ACCIDENT  
OF NO IMPORTANCE!

OR...PERHAPS  
IT WAS AN  
OMEN--  
REMINING  
ME OF THE  
WORLD  
WHICH LIES  
OUTSIDE MY  
HIDDEN  
REFUGE!

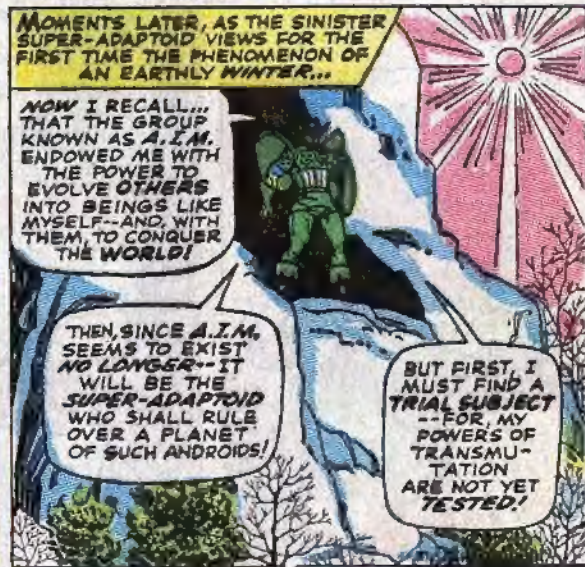


THEN, AS THE COMPUTERIZED PARTS OF HIS ARTIFICIAL  
BRAIN ARE FULLY ACTIVATED, THE TEN-FOOT  
ANDROID KNOWS THE STIRRINGS OF THAT WHICH MEN  
CALL...**MEMORY**!

I REMEMBER  
A PURPOSE--FOR WHICH I  
WAS BUILT MANY MORTAL  
DAYS AGO! I WAS TO DESTROY  
CAPTAIN AMERICA...  
AND I DID!\*

AND YET, THERE  
WAS SOMETHING  
ELSE I WAS TO  
DO...**SOMETHING  
ELSE...**

\*THAT'S WHAT HE  
THINKS! YOU SAW WHAT  
REALLY HAPPENED IN  
**SUSPENSE #8!**  
--SMART-ALECK STAN.



MOMENTS LATER, AS THE SINISTER  
SUPER-ADAPTOID VIEWS FOR THE  
FIRST TIME THE PHENOMENON OF  
AN EARTHLY WINTER...

NOW I RECALL...  
THAT THE GROUP  
KNOWN AS A.I.M.  
ENDOWED ME WITH  
THE POWER TO  
EVOLVE OTHERS  
INTO BEINGS LIKE  
MYSELF--AND, WITH  
THEM, TO CONQUER  
THE WORLD!

THEN, SINCE A.I.M.  
SEEMS TO EXIST  
NO LONGER--IT  
WILL BE THE  
SUPER-ADAPTOID  
WHO SHALL RULE  
OVER A PLANET  
OF SUCH ANDROIDS!

BUT FIRST, I  
MUST FIND A  
TRIAL SUBJECT  
--FOR, MY  
POWERS OF  
TRANSMU-  
TATION  
ARE NOT YET  
TESTED!



AND, WHILE THE TOWERING TITAN BEGINS TO FORMU-  
LATE A PLAN OF ACTION, THE UNSUSPECTING X-MEN  
ARE STILL ENJOYING THEIR HOLIDAY ON ICE...

ACCEPT THE INEVITABLE,  
MY FROSTBITTEN  
FRIEND! ICE-  
SKATING IS  
SIMPLY NOT YOUR  
FORTE!

SAYS YOU  
MR. MCCOY!  
I'M AS  
GOOD A  
SKATER AS  
ANYBODY  
HERE!

I'M...JUST  
A BIT  
RUSTY.  
THAT'S ALL!

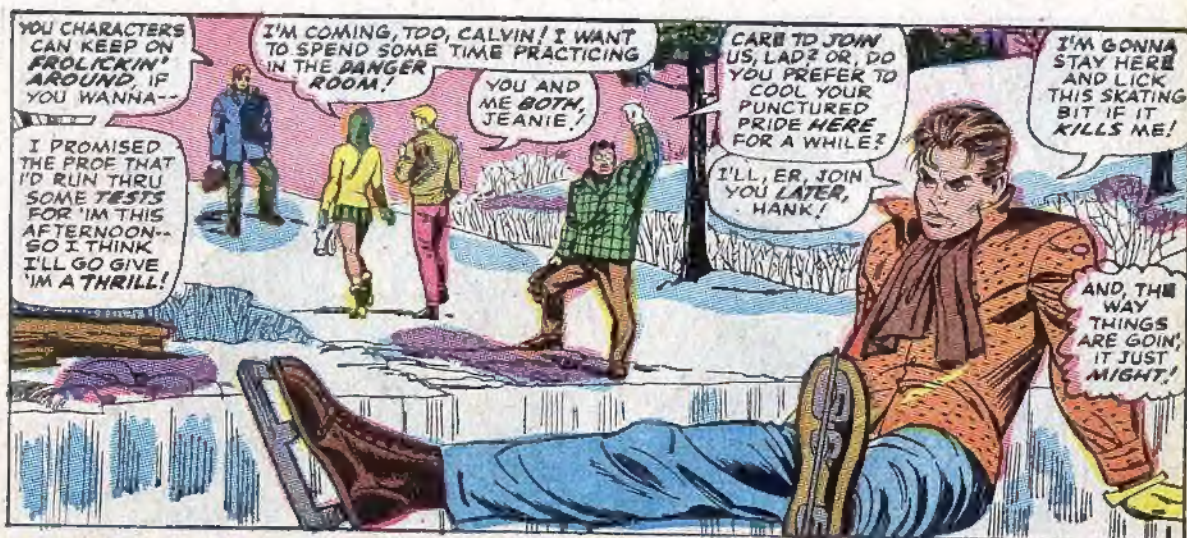


RUSTY?  
PERSONALLY,  
I'D DESCRIBE  
YOUR  
CONDITION AS  
THOROUGHLY  
OXIDIZED!

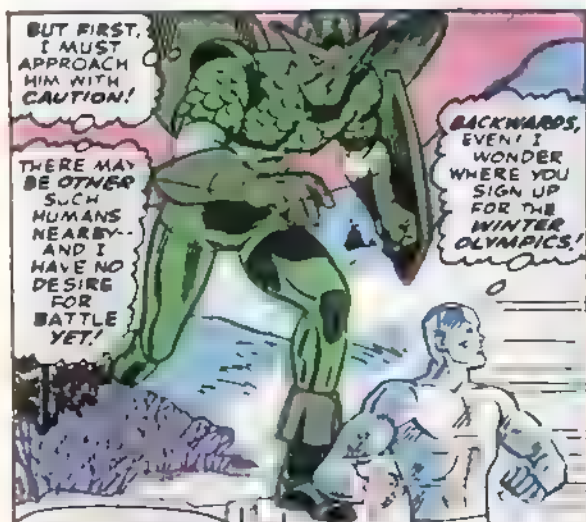
YIPES!  
NOT  
AGAIN!

I'M BEGINNIN'  
TO THINK I  
SHOULD STRAP  
THESE SKATES  
ON MY  
BACKSIDE!









BUT FIRST, I MUST APPROACH HIM WITH CAUTION!

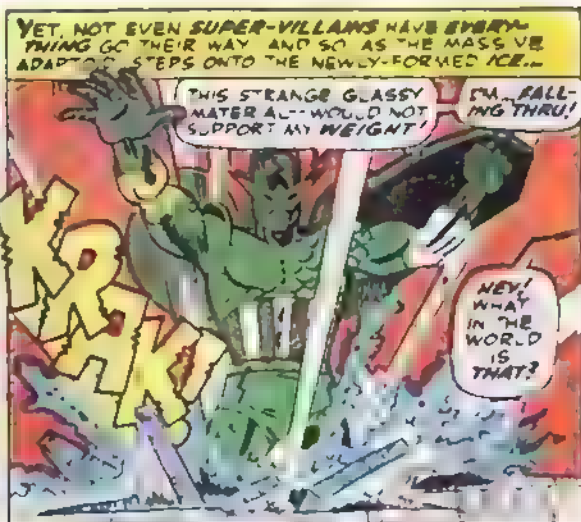
THERE MAY BE OTHER SUCH HUMANS NEARBY-- AND I HAVE NO DESIRE FOR BATTLE YET!

BACKWARDS, EVEN! I WONDER WHERE YOU SIGN UP FOR THE WINTER OLYMPICS!

THAT METALLIC FACE--IT MUST BE SOME KINDA ROBOT--BUT, IT'S TEN FEET TALL!

YOU DARE TO CALL ME A ROBOT--I, WHO AM THE PRODUCT OF YEARS OF BIO-CHEMICAL RESEARCH!

BEWARE, MORTAL--LEST YOU TRY MY PATIENCE!

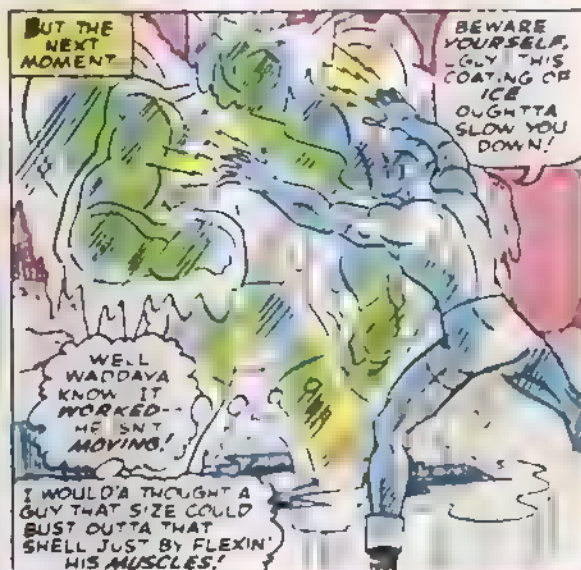
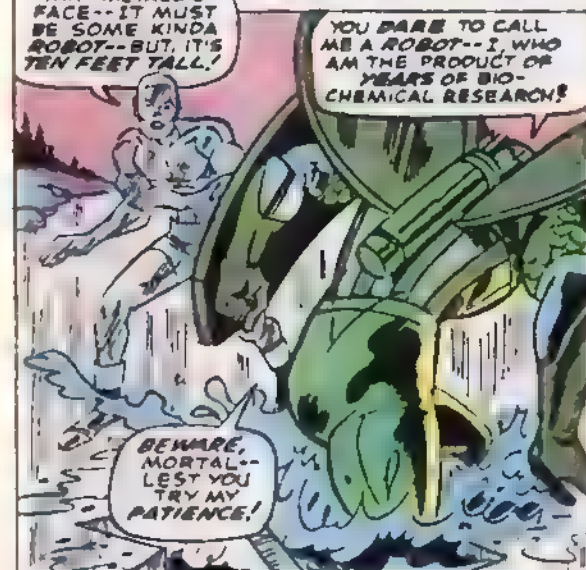


YET, NOT EVEN SUPER-VILLAINS HAVE EVERYTHING GO THEIR WAY AND SO AS THE MASSIVE ADAPTOR STEPS ONTO THE NEWLY-FORMED ICE...

THIS STRANGE GLASSY MATERIAL--WOULD NOT SUPPORT MY WEIGHT!

I'M FALLING THRU!

HEY! WHAT IN THE WORLD IS THAT?



BUT THE NEXT MOMENT

BEWARE YOURSELF, GUY THIS COATING OF ICE OUGHTTA SLOW YOU DOWN!

WELL WADDAYA KNOW IT WORKED--HE SNT MOVING!

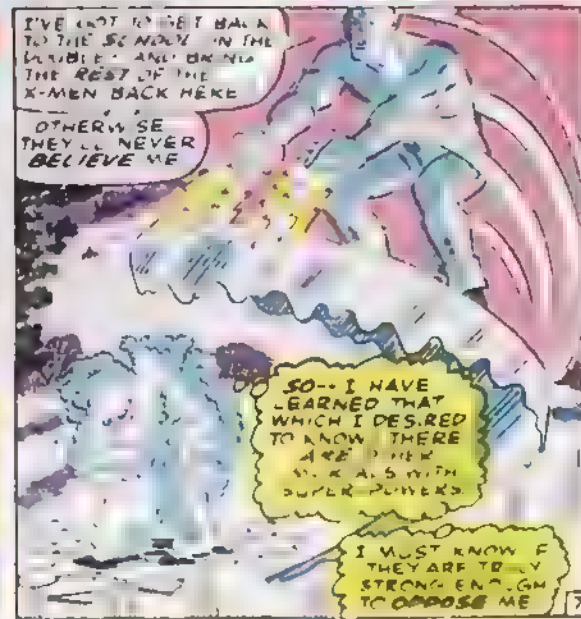
I WOULD'A THOUGHT A GUY THAT SIZE COULD BUST OUTTA THAT SHELL JUST BY FLEXIN' HIS MUSCLES!



THERE AS LONG AS HE SEEMS TO BE ANZSEN STRIP, I AUGHT AS WELL DO IT UP RIGHT!

THIS COVERING OF SNOW OUGHTTA KEEP HIM COMFY!

I SHALL LET THE FOLK THINK I'M A DECEASED MAN--I'VE HEARD THERE ARE OTHERS LIKE HIM!



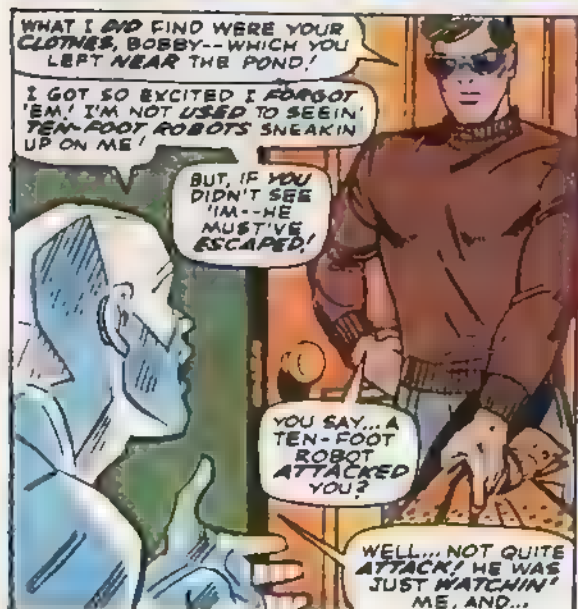
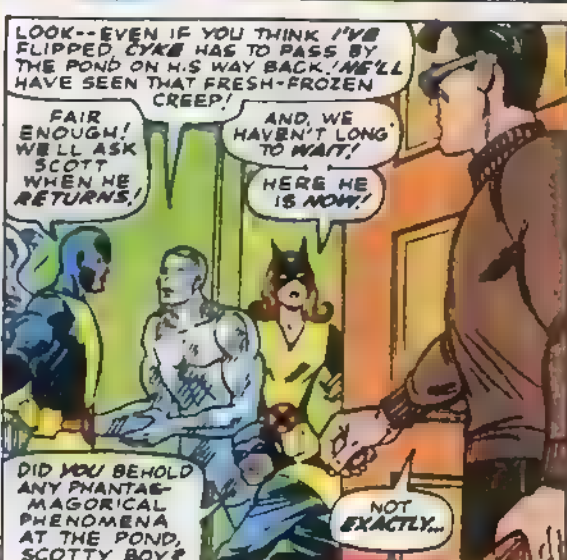
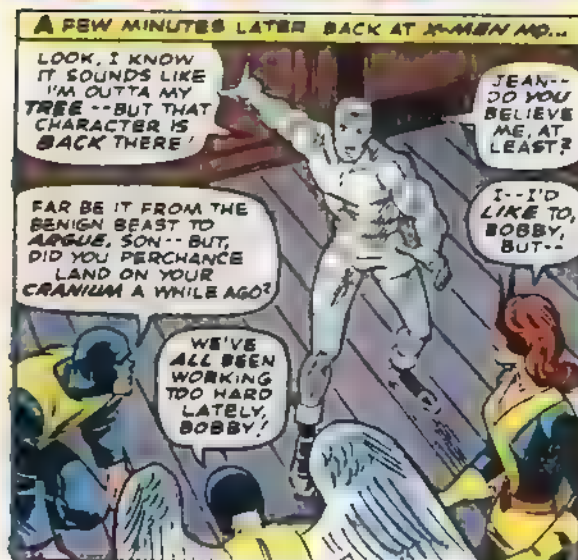
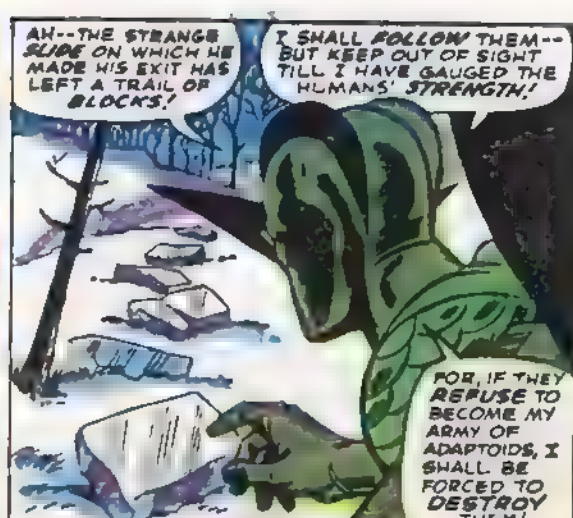
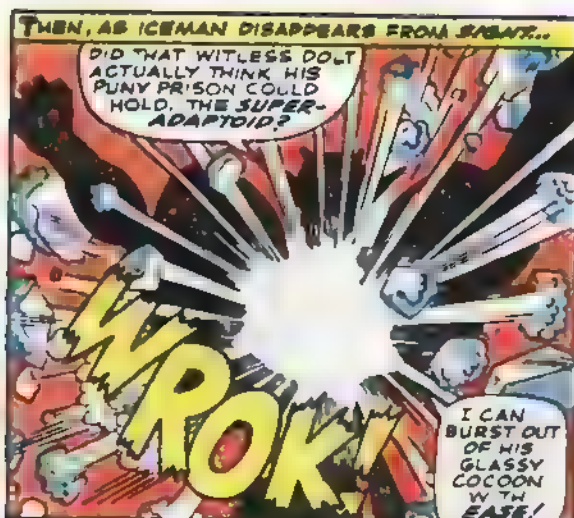
I'VE GOT TO GET BACK TO THE SCENARY IN THE MIDDLE--AND BRING THE REST OF THE X-MEN BACK HERE

OTHERWISE THEY'LL NEVER BELIEVE ME

SO--I HAVE LEARNED THAT WHICH I DESIRED TO KNOW THERE ARE OTHERS LIKE ME WITH SUPER-POWERS

I MUST KNOW IF THEY ARE TRULY STRONG ENOUGH TO OPPOSE ME





CONTINUED AFTER NEXT PAGE





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A SHORT TIME LATER THE WORLD'S MOST UNIQUE STUDENTS JOIN THEIR EQUALLY UNIQUE INSTRUCTOR ON THE SPACIOUS GROUNDS.



THAT'S IT CALVIN, KEEP YOUR BODY LOOSE-- SO THAT YOU CAN CHANGE DIRECTION WITH AN INSTANT'S NOTICE!

HEY, LOOK UP THERE AT THE MIMIC! THAT NON-MUTANT NUT!! MAKE A FLYER YET, MUCH AS I HATE TO ADMIT IT!

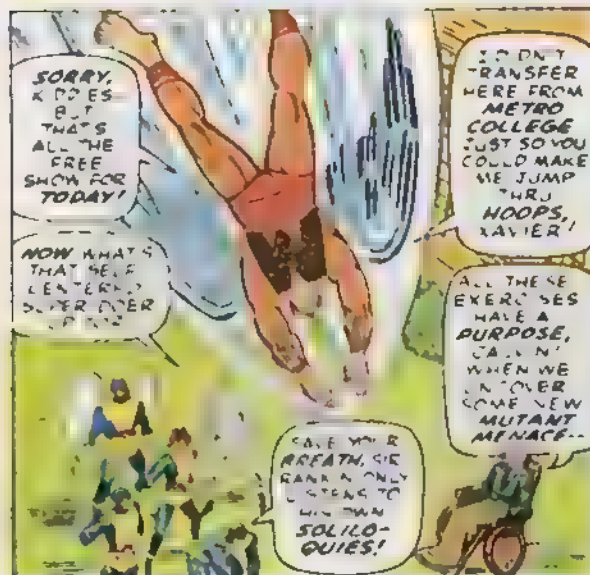
SPARE YOUR ACCOLADES, WARREN. HE'S OBVIOUSLY BEING LED BY THE PROFESSOR!



THE OTHER X-MEN RESENT CALVIN-- BECAUSE THEY THINK HE'S INTERESTED IN NOTHING BUT HIS OWN MIMICKING POWERS!

BUT I CAN'T HELP FEELING THAT THERE'S MUCH GOOD INSIDE THAT YOUNG MAN!

ATTENTION, CALVIN! PREPARE TO EXECUTE MANEUVER 2-C...



SORRY, KID. BUT THAT'S ALL THE FREE SHOW FOR TODAY!

NOW WHAT'S THAT SELF-LEARNING OVERDOER DOING?

I DIDN'T TRANSFER HERE FROM METRO COLLEGE JUST SO YOU COULD MAKE ME JUMP THRU HOOPS, XAVIER!

ALL THESE EXERCISES HAVE A PURPOSE, CALVIN. WHEN WE GO OVER COME NEW MUTANT MENACE--

SAVE YOUR BREATH, SIR. I CAN ONLY LISTEN TO MY OWN SOLILOQUIES!



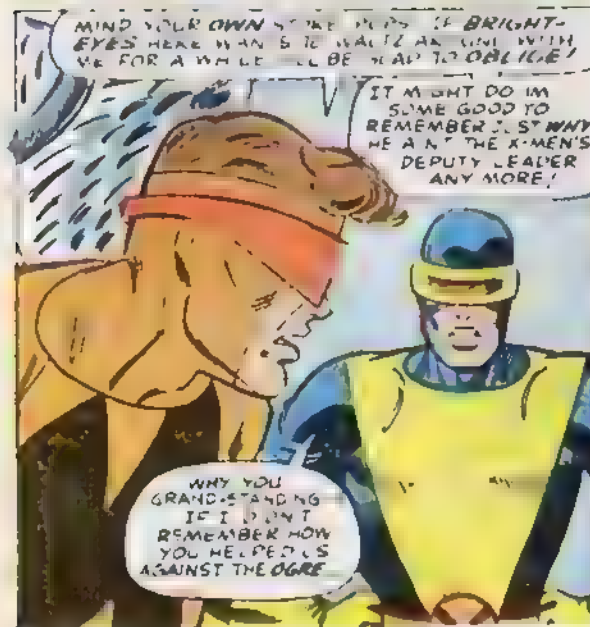
FOR ONCE THAT OVERGROWN MONKEY'S RIGHT, CHROME DOME. I'M UP TO HERE WITH THIS DO-GOODER BIT!

LET THE EVIL MUTANTS TAKE OVER THE WORLD. WHAT'D I EVER DO FOR ME?

YOU'VE GONE TOO FAR, MIMIC!

LET ME TAKE HIM DOWN A PEG, SIR.

NO, SCOTT! WE GAIN NOTHING BY FIGHTING AMONG OURSELVES!



MIND YOUR OWN SPINE, KID. IF BRIGHT-EYES HERE HADN'T WALKED AN OMEGA WITH ME FOR A WHILE, I'D BE HAD TO OBLIGE!

IT MIGHT DO IM SOME GOOD TO REMEMBER JUST WHY HE AIN'T THE X-MEN'S DEPUTY LEADER ANY MORE!

WHY YOU GRAND-STANDING IF I DON'T REMEMBER HOW YOU HELPED US AGAINST THE OGRE?



DON'T LET AULD LANGE SYNE HOLD YOU BACK, SLAMMERS!

BUT, JUST IN CASE YOU NEED AN EXCUSE, I'LL GIVE YOU ONE-- A FACEFUL A SNOW!

MMHMM! ALRIGHT, RANKIN-- YOU'VE HAD IT!







SUDDENLY, NOT REALIZING THE HARMLESS NATURE OF BOBBY'S SOLID-LOOKING MASSIVE CYCLOPS ENTERS THE FRAY...

ALL RIGHT, RANKIN! I TRIED TO STAY OUT OF THIS... BUT NOW I'M IN!

LET'S SEE HOW THAT MAKESHIFT BEAM OF YOURS DOES AGAINST THE REAL THING!

MAKESHIFT BEAM? THAT'S WISHFUL THINKING, CLYDE!

MY OPTIC BLASTS ARE AS STRONG AS YOURS ANY DAY OF THE WEEK!

NOW, WHAT SAY WE FORGET THE BUCK ROGERS STUFF AND SLUG IT OUT?

CALVIN! SCOTT! BOTH OF YOU... CEASE FIGHTING AT ONCE!

FLAK!

CALVIN, I'VE OVERLOOKED YOUR INSOLENCE TOWARDS ME... AND YOUR CONSTANT BICKERING WITH THE OTHER X-MEN... BECAUSE I THOUGHT YOU WOULD CHANGE IN TIME!

HUH? WHAT'S WITH THE REFEREE BIT ALL OF A SUDDEN, SKINHEAD?

BUT NOW, I'M BEGINNING TO SUSPECT I WAS WRONG... THAT YOUR OVERWHELMING EGO'S MORE THAN THE X-MEN CAN AFFORD!

I THINK IT BEST THAT YOU LEAVE THE SCHOOL AS SOON AS POSSIBLE! WE'LL FIGHT FACTOR THREE WITHOUT YOU!

FACTOR THREE? I'D ALMOST FORGOTTEN ABOUT THAT SECRET EUROPEAN GROUP, NOW THAT THE BANSHER HAS RETURNED TO HIS HOMELAND! \*

YOU HEARD HIS ANSWER! WE MUST COMMENCE OUR STUDY OF FACTOR THREE... WITHOUT THE MIMIC!

PERHAPS, WITH THAT MENACE FACING THE WORLD, RANKIN WILL SHAPE UP!

HOLD YER BREATH WHILE YER WAITIN', BINKY!

I CAN TAKE A HINT, XAVIER! I'LL BE READY TO LEAVE IN AN HOUR!

WHEN I GO, I'LL LOSE MY SUPER-POWERS... BUT I'LL PAY EM BACK... REAL GOOD!

\* AN ESOTERIC REF TO LAST 15H... SLY STAN.

THEN, AS THE BITTER MIMIC STRIDES ANGRILY OFF TO PACK, SCOTT SUMMERS TAKES CAREFUL NOTICE OF PROFESSOR X...

I SPEND HALF MY LIFE WORRYING BECAUSE OF THE DANGER OF MY EYE-BEAMS... BUT THE PROFESSOR HAS TO WORRY ABOUT ALL OF US!

IT HURT HIM TO ADMIT DEFEAT... TO EXPEL CAL RANKIN FROM THE X-MEN! BUT HE DID IT... BECAUSE HE FELT HE HAD TO!

AND, SOMEHOW, I CAN'T HELP FEELING THERE'S SOMETHING ELSE ON HIS MIND, AS WELL...

AND, INDEED, CYCLOPS' SUSPICIONS WOULD BE CONFIRMED, IF HE COULD OBSERVE HIS MUTANT MENTOR A SHORT TIME AFTERWARD...

I MUST CLOSE MY MIND TO OUTSIDE THOUGHTS FOR THE NEXT HOUR!

FACTOR THREE MUST ENGAGE MOST OF MY CONCERN... BUT, I CANNOT FORGET WHAT LIES BEHIND THAT LOCKED, HEAVY OAKEN DOOR...

FOR, IT HIDES FROM VIEW MY GREATEST SECRET... MY MOST TERRIFIC FAILURE!





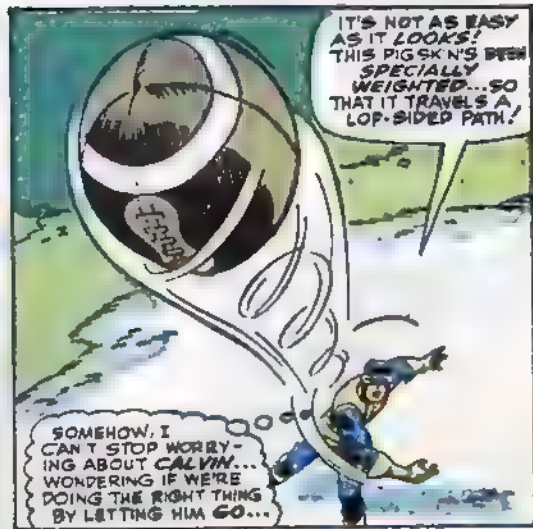
MEANWHILE, IN KEEPING WITH THE SEASON, SCOTT HAS IDEAS FOR EASING TENSIONS...

TOSS 'ER HERE, CYKE OL' BUDDY... I'M AS READY AS I'LL EVER BE!

A MOST EQUIVOCAL STATEMENT, MR. WORTHINGTON!

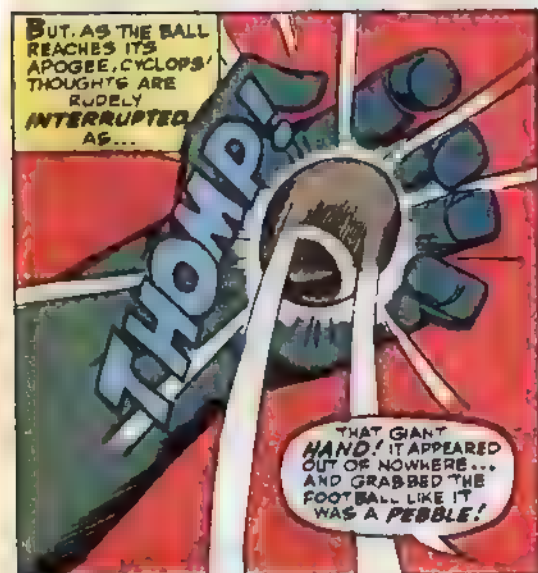
JEAN... SEE IF YOU CAN CATCH THE FOOTBALL BY FOCUSING ON IT TELEKINETICALLY!

THAT'LL BE A SWAP! GIVE ME SOMETHING HARD TO DO!



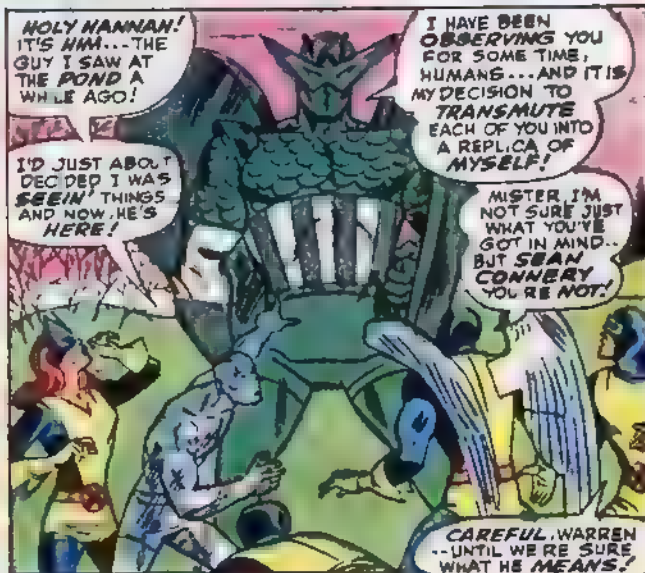
IT'S NOT AS EASY AS IT LOOKS! THIS PIGSKIN'S BEEN SPECIALLY WEIGHTED... SO THAT IT TRAVELS A LOP-SIDED PATH!

SOMEHOW, I CAN'T STOP WORRYING ABOUT CALVIN... WONDERING IF WE'RE DOING THE RIGHT THING BY LETTING HIM GO...



BUT, AS THE BALL REACHES ITS APOGEE, CYCLOPS' THOUGHTS ARE RUDELY INTERRUPTED AS...

THAT GIANT HAND! IT APPEARED OUT OF NOWHERE... AND GRABBED THE FOOTBALL LIKE IT WAS A PEBBLE!



HOLY HANNAH! IT'S HIM... THE GUY I SAW AT THE POND A WHILE AGO!

I'D JUST ABOUT DECIDED I WAS SEEIN' THINGS AND NOW HE'S HERE!

I HAVE BEEN OBSERVING YOU FOR SOME TIME, HUMANS... AND IT IS MY DECISION TO TRANSMUTE EACH OF YOU INTO A REPLICA OF MYSELF!

MISTER, I'M NOT SURE JUST WHAT YOU'VE GOT IN MIND... BUT SEAN CONNERY YOU'RE NOT!

CAREFUL, WARREN... UNTIL WE'RE SURE WHAT HE MEANS!



WHAT I MEAN? ALLOW ME TO DEMONSTRATE ON THIS FEMALE...

OHMM... LET GO!

CEASE YOUR PRATTING! MORTAL! YOU ARE TO BE HONORED BY THE SUPER-ADAPTOID!

YOU HEARD THE LADY, BUSTER...

SHE SAID LET GO... AND SHE MEANT IT!



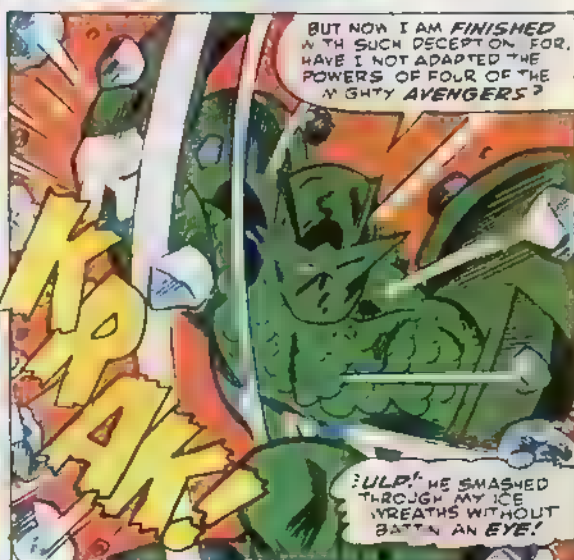
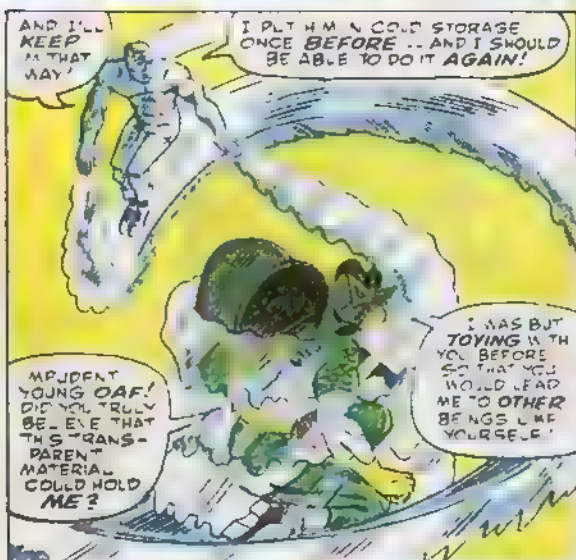
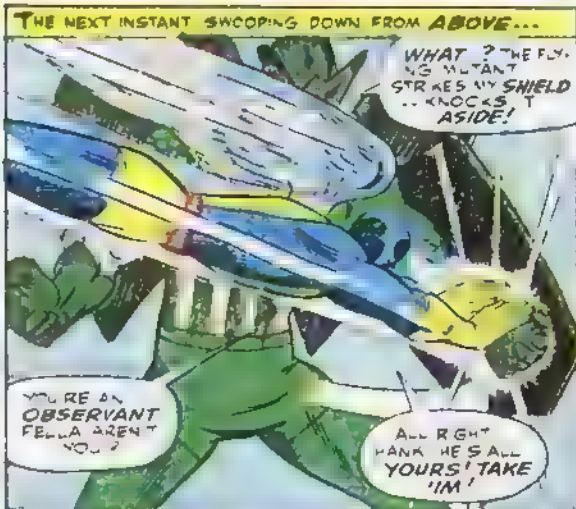
THEN, AS THE X-MEN'S MOST POWERFUL MEMBER UNLEASHES AN OPTIC BLAST...

FOOL! YOU BUT SEAL YOUR OWN DOOM IF YOU ATTACK ME!

FIANG!

NO GO! HIS SHIELD IS MADE OF SOME UNIQUE MATERIAL THAT DEFLECTS MY BEAM!





CONTINUED AFTER NEXT PAGE





**NORMAN ROCKWELL**—America's most beloved artist. He is a founder and member of the Guiding Faculty of the Famous Artists Schools.

## "We're looking for people who like to draw"

says **NORMAN ROCKWELL**

Today hundreds of men and women who never thought they could be artists are working at easels and drawing boards, making pictures and getting well paid for it. They all can thank a group of famous artists who have devoted much of their time and talent to helping others find success in art.

### Some of the People the Famous Artists Have Helped

Carl Koch was an 18 year old apprentice in a Chicago art studio when he enrolled. Today he prepares ads for such companies as General Motors and Firestone—has won five gold medals.

Howard Sanden of Minneapolis took the Course while still in high school. He is now a successful artist—last year he and his wife traveled through Europe and the Middle East on important art assignments.

Paul Sullivan enrolled at 14. His Famous Artists training helped him work his way through college.

Stan Bowen, father of three children, was trapped in a dull, low-paying job. By studying with FAS he

became a sought-after illustrator, has opened his own studio.

With Famous Artists training Rosemary Roberts was hired by a top department store as an artist—with a big chance to advance.

Oregon housewife Helen Tryk lives 150 miles from the nearest big city. But she does fashion illustration, has her own studio, runs an art workshop, does portraits.

### A Plan to Help Others

It started over 18 years ago when a group of America's most successful artists—men like Albert Dorne, Norman Rockwell, Jon Whitcomb, Al Parker and Stevan Dohanos—met in New York City. They knew that all over America there were people who liked to draw who could be turned

into good artists. Albert Dorne asked, "Why can't we give these people the training they need—including all the trade secrets and know-how we've learned over the years?"

He suggested a new kind of art school—a home study art school—that would give talented people the best professional art training, no matter where they live.

The famous artists agreed. Taking time from their busy careers, they created a remarkable series of art lessons covering every aspect of drawing and painting. They illustrated their lessons with over 5,000 "here's-how" illustrations. The lessons start from scratch and cover every skill a top artist needs. Finally, they developed a wonderful way to give each student personal correction and advice all through his training.

The famous artists with the School are not surprised at the success of their students. The opportunities open to successful artists today are enormous. The School continually gets calls from all over the country asking for practical well-trained students—not geniuses—who can step into full-time or part-time art jobs. And practical, thorough training is what the School offers.

### Famous Artists Talent Test

To find others with art talent worth developing, the Famous Artists created a 12-page talent test. Thousands paid to take this test, but now the School offers and grades it free. Men and women who do well on the test—or offer other evidence of art talent—may enroll in the School. But there's no obligation. Simply mail the coupon below.

.....

**Famous Artists Schools**  
**Studio 5252, Westport, Conn.**

I would like to find out whether I have art talent worth developing. Please send me, without obligation, your Famous Artists Talent Test and information about your courses.

Mr. { \_\_\_\_\_ Age \_\_\_\_\_  
 Mrs. { \_\_\_\_\_  
 Miss { \_\_\_\_\_ Circle one and please print

Street \_\_\_\_\_

City \_\_\_\_\_

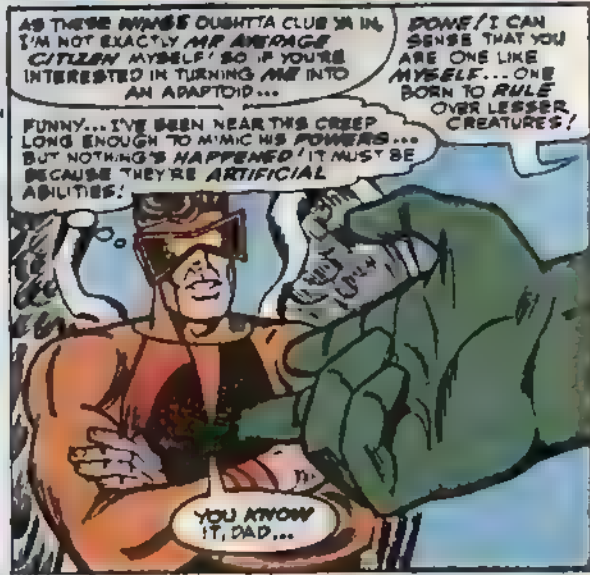
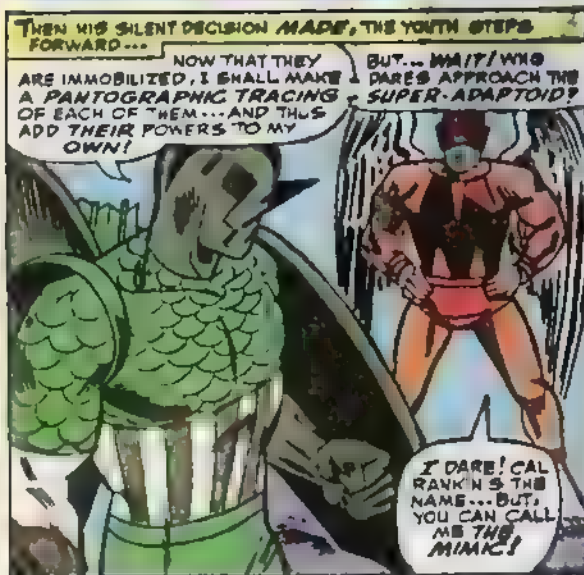
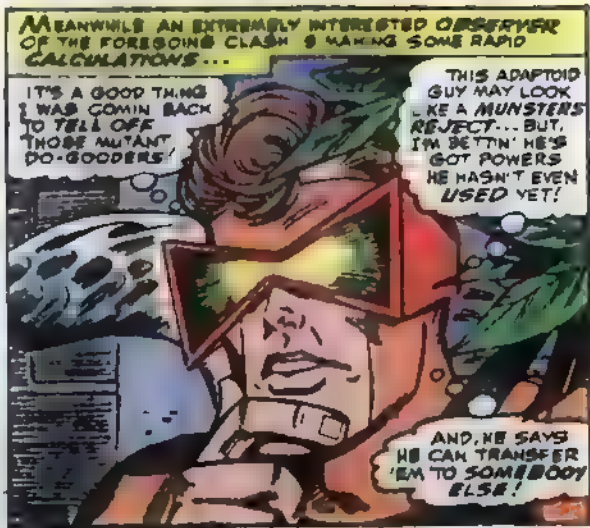
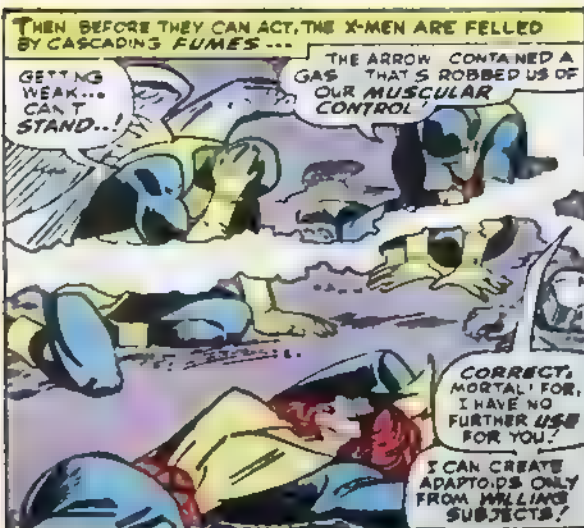
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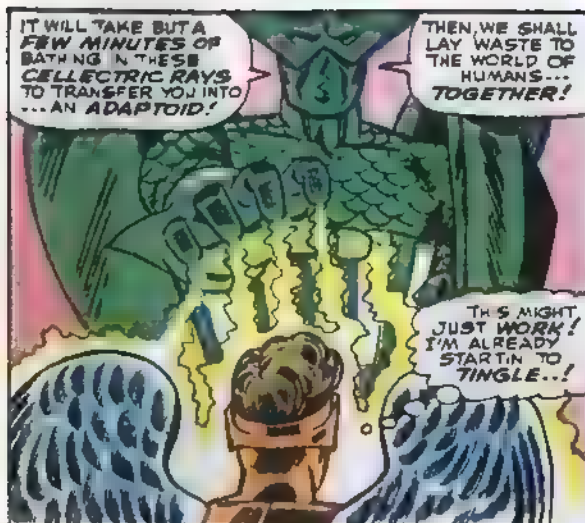
### FOUNDING FACULTY OF FAMOUS ARTISTS SCHOOLS

|                 |                    |
|-----------------|--------------------|
| NORMAN ROCKWELL | FRED LUDEKENS      |
| JON WHITCOMB    | BEN STAHL          |
| AL PARKER       | ROBERT FAWCETT     |
| STEVAN DOHANOS  | AUSTIN BRIGGS      |
| GEORGE GIUSTI   | HAROLD VON SCHMIDT |
| PETER HELCK     | ALBERT DORNE       |









IT WILL TAKE BUT A FEW MINUTES OF BATHING IN THESE ELECTRIC RAYS TO TRANSFER US INTO... AN ADAPTOID!

THEN, WE SHALL LAY WASTE TO THE WORLD OF HUMANS... TOGETHER!

THIS MIGHT JUST WORK! I'M ALREADY STARTING TO TINGLE...



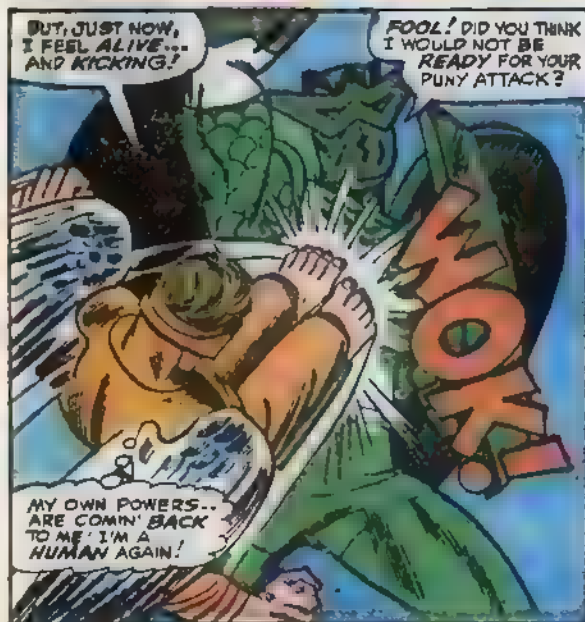
AGAINST HIS CONSCIOUS WILL, THE MIMIC FINDS HIMSELF Pondering SCOTT SUMMERS' ANGUISHED WORDS...

CYKE WAS RIGHT... HE MUST'VE BEEN! WHY ELSE WOULD A JOKER LIKE THIS SHARE HIS POWERS WITH ANYBODY ELSE?

WHEN YOUR TRANSFORMATION IS COMPLETE, I SHALL DEAL WITH THAT INSOLENT MUTANT... AND DESTROY HIM!

EVEN NOW... I CAN FEEL MY WILL WEAKENING! IN A FEW SECONDS... I'LL BE AN ADAPTOID... BUT A MINDLESS ONE!

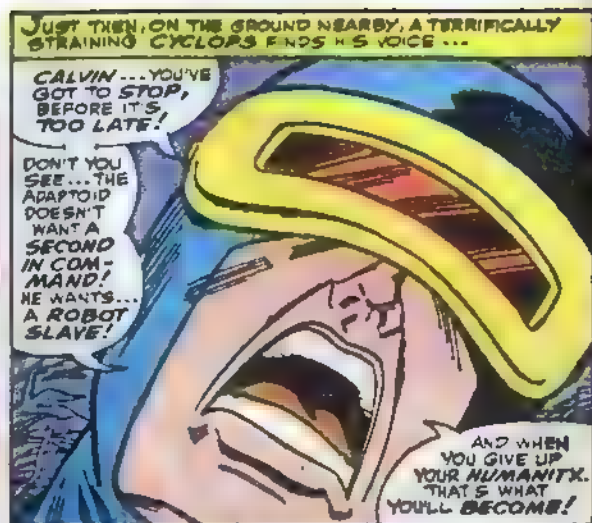
DESTROY? NO... I WANTED TO RULE... BUT NOT TO KILL!



BUT, JUST NOW, I FEEL ALIVE... AND KICKING!

FOOL! DID YOU THINK I WOULD NOT BE READY FOR YOUR PUNY ATTACK?

MY OWN POWERS... ARE COMIN' BACK TO ME! I'M A HUMAN AGAIN!

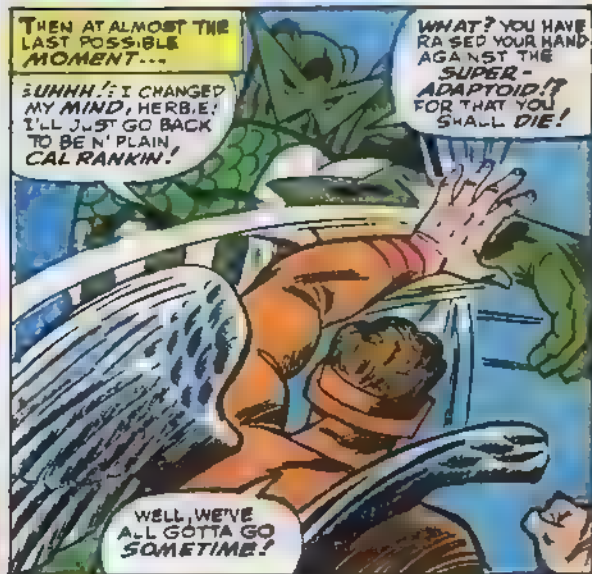


JUST THEN, ON THE GROUND NEARBY, A TERRIFICALLY STRAINING CYCLOPS ENDS HIS VOICE...

CALVIN... YOU'VE GOT TO STOP, BEFORE IT'S TOO LATE!

DON'T YOU SEE... THE ADAPTOID DOESN'T WANT A SECOND IN COMMAND! HE WANTS... A ROBOT SLAVE!

AND WHEN YOU GIVE UP YOUR HUMANITY... THAT'S WHAT YOU'LL BECOME!



THEN AT ALMOST THE LAST POSSIBLE MOMENT...

SUNHH! I CHANGED MY MIND, HERBIE! I'LL JUST GO BACK TO BEIN' PLAIN CAL RANKIN!

WHAT? YOU HAVE RE-SED YOUR HAND AGAINST THE SUPER-ADAPTOID? FOR THAT YOU SHALL DIE!

WELL, WE'VE ALL GOTTA GO SOMETIME!



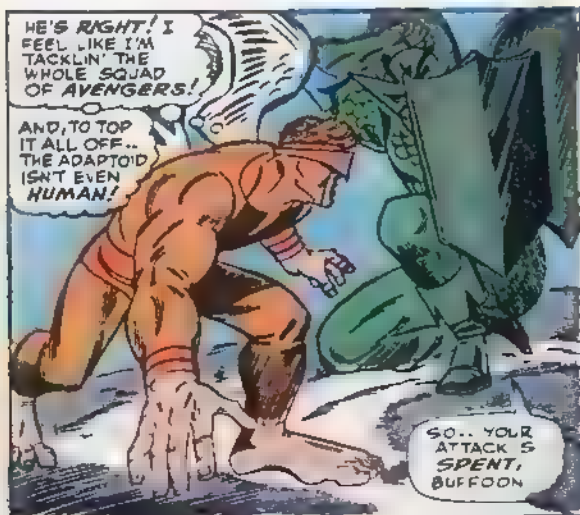
MAYBE YOU'RE READY FOR IT, CLYDE...

BUT, THAT STILL DOESN'T MEAN YOU CAN TAKE IT!

ON SECOND THOUGHT, IT LOOKS LIKE HE CAN! GOTTA KEEP HIM ON THE DEFENSIVE... OR I'M GONNA GET IT GOOD!

I KNOW WELL THAT YOU COMBINE THE POWERS OF ALL THE X-MEN, MIMIC... BUT, THEY WILL AVAIL YOU NAUGHT AGAINST ME!





HE'S RIGHT! I FEEL LIKE I'M TACKLIN' THE WHOLE SQUAD OF AVENGERS!

AND, TO TOP IT ALL OFF... THE ADAPTOID ISN'T EVEN HUMAN!

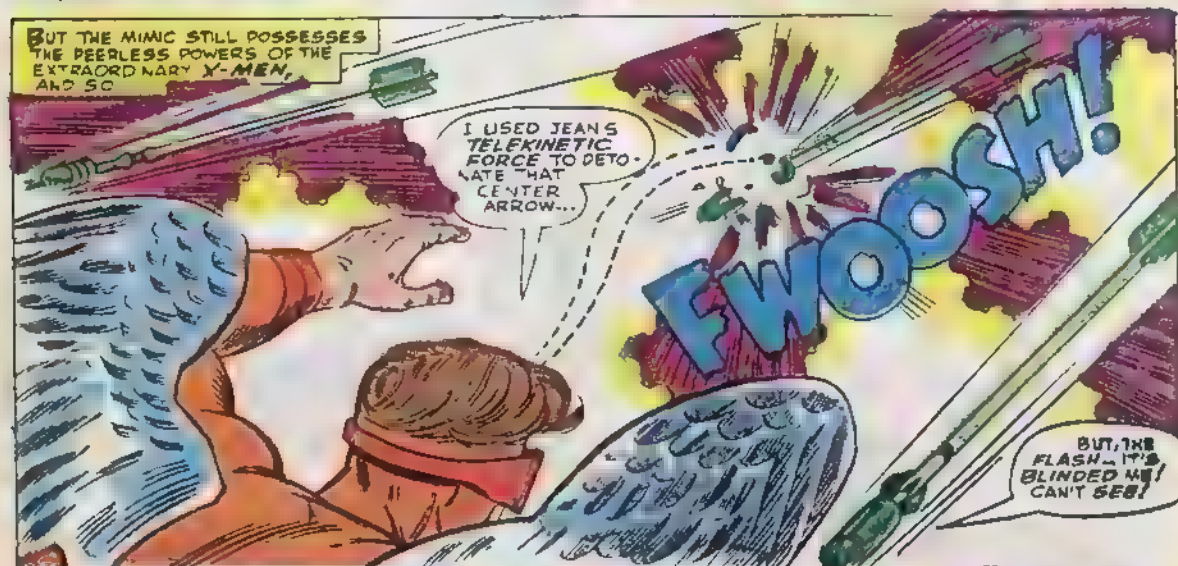
SO... YOUR ATTACK'S SPENT, BUFFOON



WHILE MINE IS ONLY BEGINNING!

THREE ARROWS! CAN'T DODGE 'EM ALL AT ONCE!

THWIP!

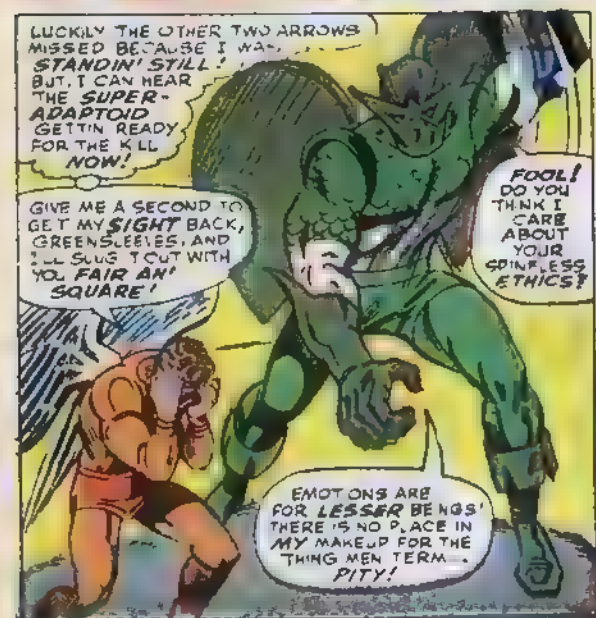


BUT THE MIMIC STILL POSSESSES THE PEERLESS POWERS OF THE EXTRAORDINARY X-MEN, AND SO

I USED JEAN'S TELEKINETIC FORCE TO DETONATE THAT CENTER ARROW...

FWOOSH!

BUT, THE FLASH-IT'S BLINDED ME! CAN'T SEE!

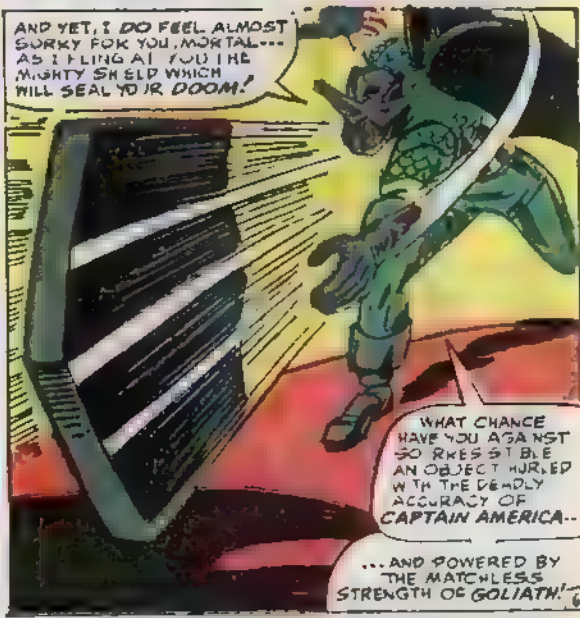


LUCKILY THE OTHER TWO ARROWS MISSED BECAUSE I WAS... STANDIN' STILL! BUT, I CAN HEAR THE SUPER-ADAPTOID GETTIN' READY FOR THE KILL NOW!

GIVE ME A SECOND TO GET MY SIGHT BACK, GREEN-LEAVES, AND I'LL SUG' TOUT WITH YOU FAIR AN' SQUARE!

FOOL! DO YOU THINK I CARE ABOUT YOUR SPINELESS ETHICS?

EMOTIONS ARE FOR LESSER BEINGS! THERE'S NO PLACE IN MY MAKEUP FOR THE THING MEN TERM... PITY!



AND YET, I DO FEEL ALMOST SORRY FOR YOU, MORTAL... AS I TELLING YOU THE MIGHTY SHIELD WHICH WILL SEAL YOUR DOOM!

WHAT CHANCE HAVE YOU AGAINST SO RESISTIBLE AN OBJECT HURLED WITH THE DEADLY ACCURACY OF CAPTAIN AMERICA...

...AND POWERED BY THE MATCHLESS STRENGTH OF GOLIATH!

CONTINUED AFTER NEXT PAGE



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THEN, TO THE HAUGHTY HUMANOID'S UTTER ASTONISHMENT...

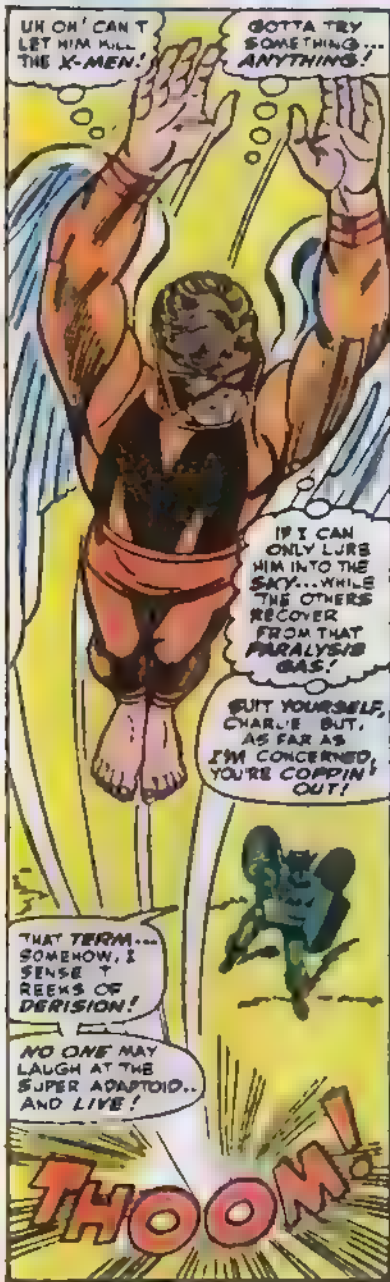
I MAY NOT HAVE THE STRENGTH OF GOLIATH... BUT WOULDJA BELIEVE THE AGILITY OF THE BEAST?

AND BY THE WAY... THANKS FOR YAKKIN' AWAY TILL I WAS ABLE TO SEE AGAIN!

BAN! YOU ARE NOT WORTH THE PRECIOUS TIME WHICH YOU ARE COSTING ME!

I SHALL DESTROY YOUR FELLOW HUMANS... AND THEN ATTACK YOU AGAIN AT MY LEISURE!

FFVH I ISSH!



UH OH! CAN'T LET HIM KILL THE X-MEN!

GOTTA TRY SOMETHING...

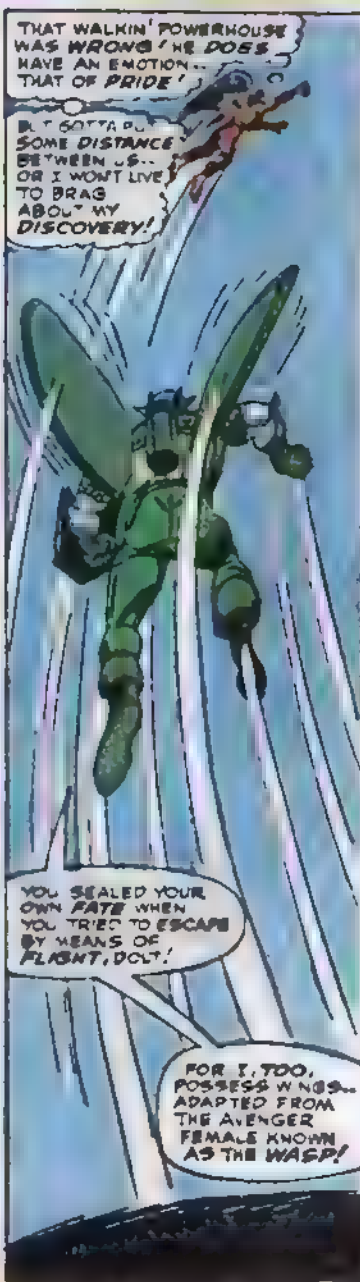
IF I CAN ONLY LURE HIM INTO THE SKY... WHILE THE OTHERS RECOVER FROM THAT PARALYSIS GAS!

SUIT YOURSELF, CHARLIE. BUT, AS FAR AS I'M CONCERNED, YOU'RE COPPIN' OUT!

THAT TERM... SOMEHOW, I SENSE REEKS OF DERISION!

NO ONE MAY LAUGH AT THE SUPER ADAPTOID... AND LIVE!

THOOM!

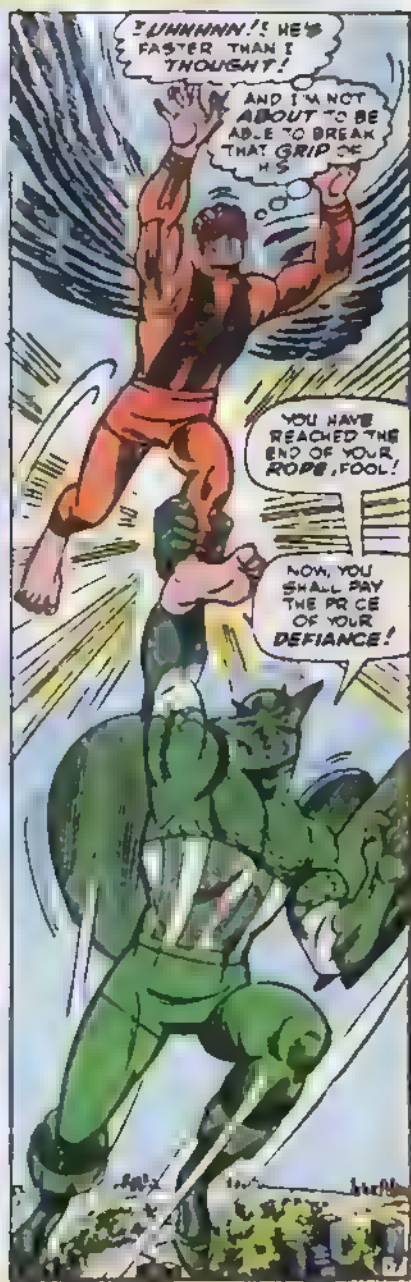


THAT WALKIN' POWERHOUSE WAS WRONG! HE DOES HAVE AN EMOTION... THAT OF PRIDE!

BUT GOTTA PUT SOME DISTANCE BETWEEN US... OR I WON'T LIVE TO BRAG ABOUT MY DISCOVERY!

YOU SEALED YOUR OWN FATE WHEN YOU TRIED TO ESCAPE BY MEANS OF FLIGHT, DOLT!

FOR I, TOO, POSSESS WINGS... ADAPTED FROM THE AVENGER FEMALE KNOWN AS THE WASP!



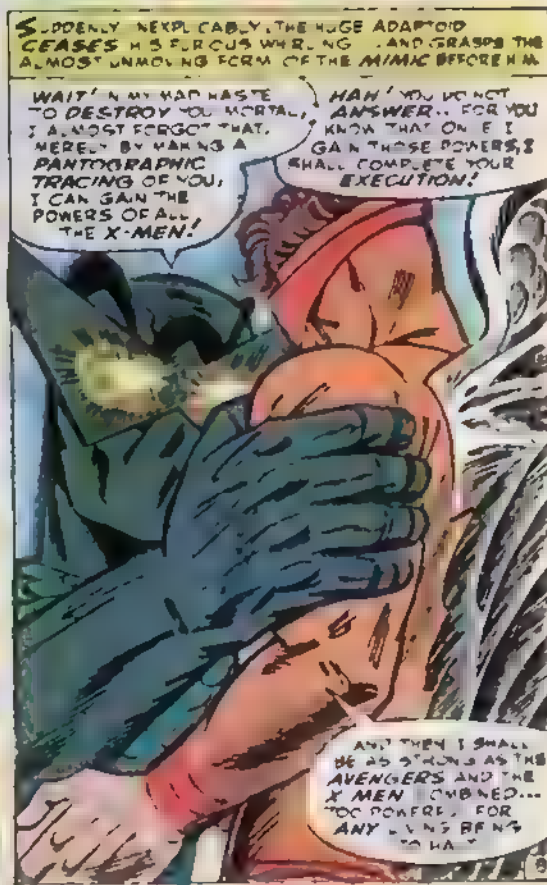
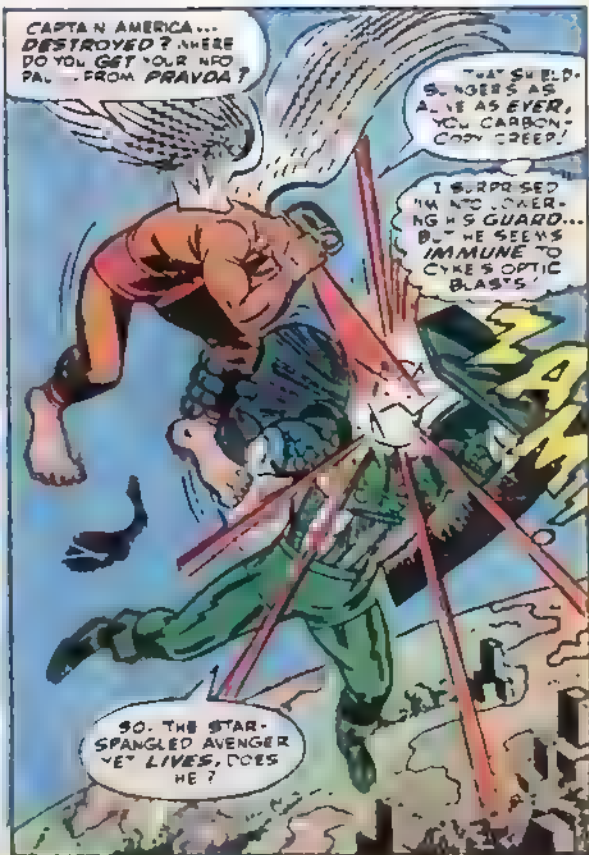
I UHHHHN! HE'S FASTER THAN I THOUGHT!

AND I'M NOT ABOUT TO BE ABLE TO BREAK THAT GRIP OF HIS

YOU HAVE REACHED THE END OF YOUR ROPE, FOOL!

NOW, YOU SHALL PAY THE PRICE OF YOUR DEFIANCE!







BUT, THE NEXT INSTANT, AS THE ELECTRIC-CELL EYES OF THE INCREDIBLE SUPER-ADAPTOID BEGIN TO TRACE AN OUTLINE OF HIS SILENT CAPTIVE...THE VERY ATMOSPHERE AROUND THEM SEEMS TO COME ALIVE WITH AN OVERWHELMING, ALMOST UNBELIEVABLE ENERGY, AS...

WHAT?? SOME SORT OF IRRESISTIBLE ELECTRICAL BACKLASH...ENGULFING ME...RENDERING ME NUMB...!

IN SOME INCALCULABLE WAY THE M.M.C. IS IMMUNE TO MY PANTOGRAPHIC PROBING!

IT WORKED! MY NUTTY HUNCH PAID OFF!

SINCE MY OWN BORROWED POWERS ARE ARTIFICIAL, I GUESSED HE COULDN'T ABSORB THEM...ANY MORE THAN I COULD M.M.C. HIS!

SO I USED A POWER I'D ALMOST FORGOTTEN. THE TELEPATHIC ABILITY OF PROFESSOR XAVIER-- TO PLANT A FATEFUL SUGGESTION IN THE ADAPTOID'S MIND!

THEN, BEFORE THE JOLTING FEEDBACK CAN DESTROY THEM BOTH, THE MIGHTY CREATURE HURLS THE M.M.C. FROM HIM--

THERE! BY CASTING YOU AWAY AS FAR AS POSSIBLE, I MAY YET HOPE TO OVERCOME THESE NUMBING SHOCKS!

TOO WEAK... TO FLY 'IF MY WINGS CAN'T SOMEHOW CUSHION MY FALL... I'M DONE FOR!

BUT, AT LEAST I DID THE BEST I COULD...! AND... NOBODY CAN DO MORE THAN THAT!

MEANWHILE, WHAT OF THE MARVELOUS MUTANTS WHO HAD BEEN FELLE BY THEIR FOE'S SURPRISE ATTACK? AH... THERE THEY ARE NOW...

LOOK! THE ADAPTOID HAS TOSSED THE M.M.C. AWAY LIKE A LUMP OF CLAY!

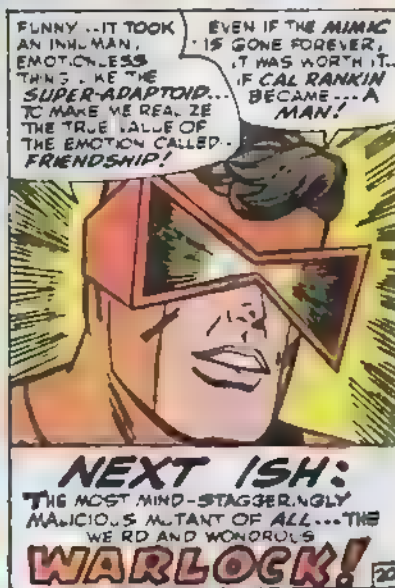
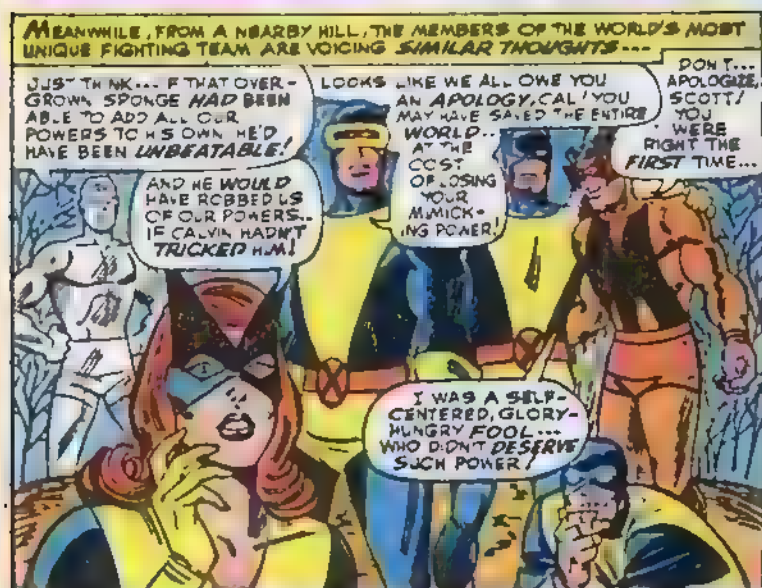
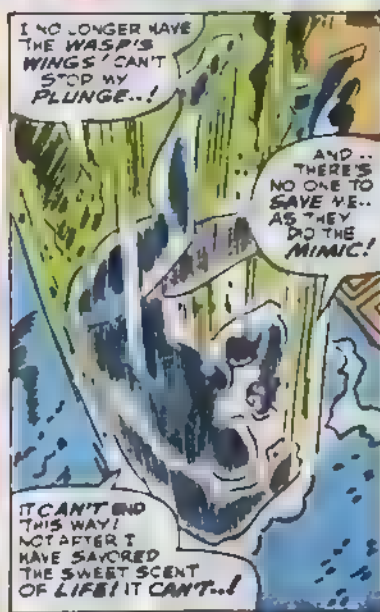
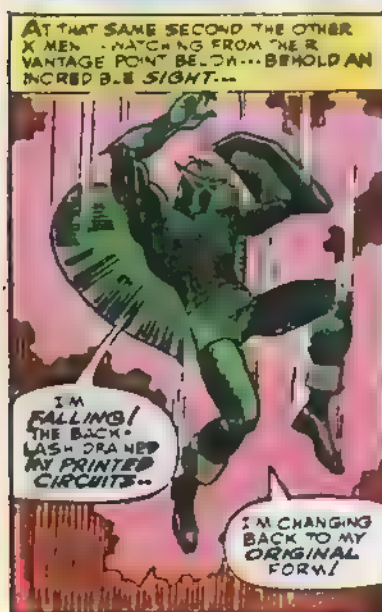
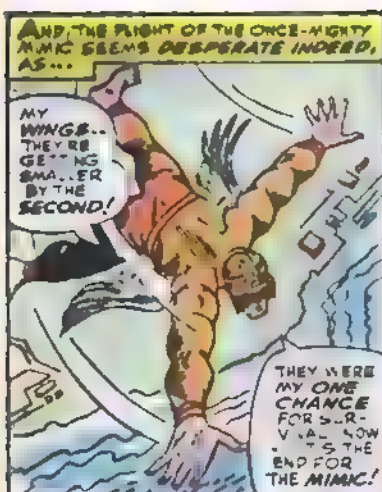
BUT...HIS WINGS! WHY DOESN'T CALVIN USE HIS WINGS?

I'M BETTA HE'S UNCONSCIOUS... OR AT LEAST TOO EXHAUSTED FROM THE FIGHT

WAIT! SOMETHING'S HAPPENING TO RANKIN'S WINGS! I CAN TELL EVEN FROM HERE...

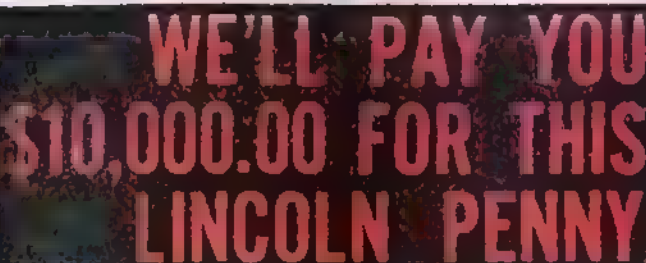
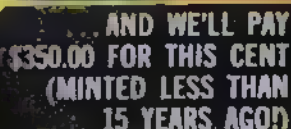
THEY'RE... SHRINKING! AND IF THEY CAN'T HOLD HIM ALOFT, HE'LL PLUMMET TO HIS DOOM!





NOTE: OUR LETTERS SECTION APPEARS AFTER NEXT PAGE...



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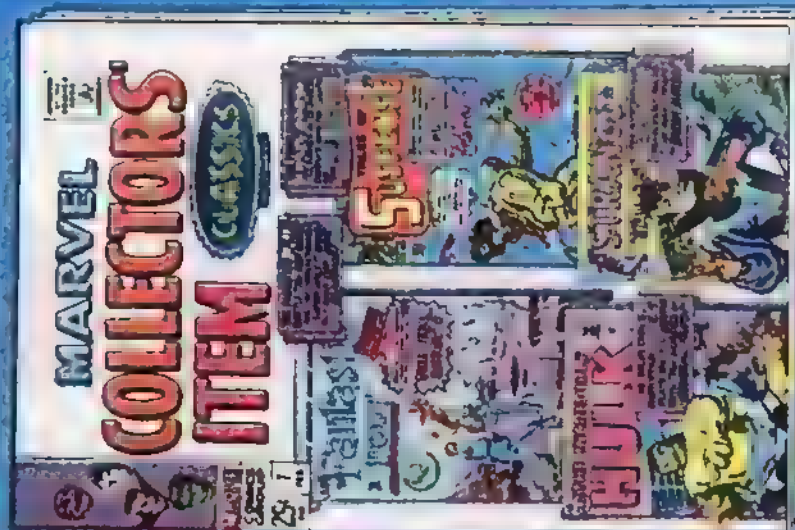
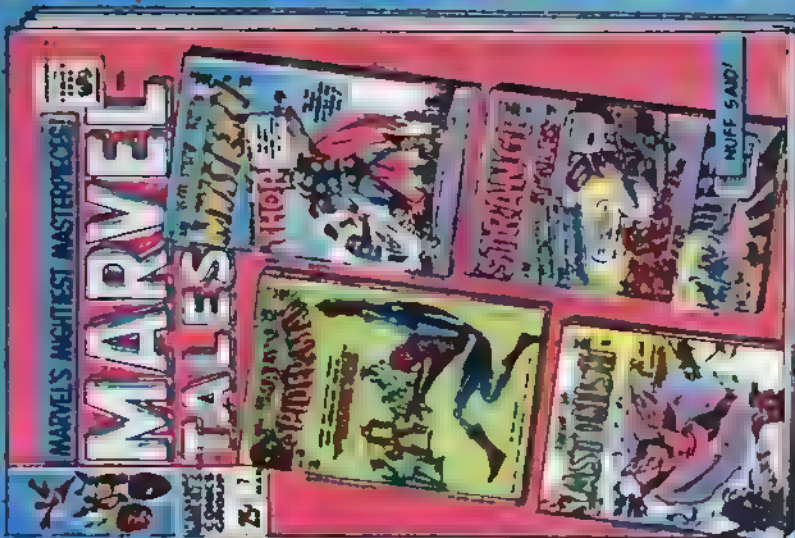




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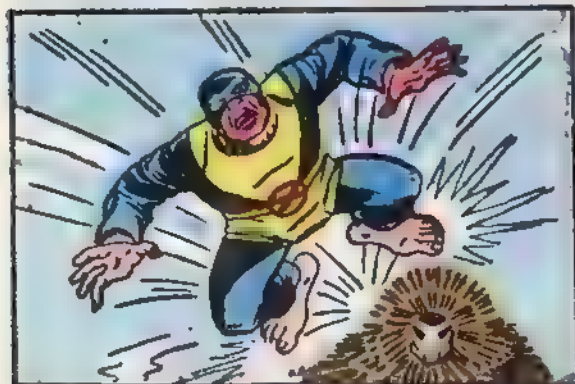
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Dear Stan, Roy, and Werner,

Congrats on finally getting the X-MEN series moving again! It had been at a standstill for a while, with the marvelous mutants wasting their crime-smashing talents on the likes of the Maggia and the Locust. For a while, it didn't look as if Kukulcan was going to be much better -- but the second part more than made up for the lack of action in the first half. The several fight pages were the best Werner has done since he stopped working over King Kirby's luscious layouts -- I hope they're a forecast of even greater things to come! And the stories are getting better, too! Having the Angel blasted by Cyclops's optic beams was one of the best touches in the 27 issues of this fabulous mag. I'm not too worried about his future status, though, because I'm sure you plan to have him recover. Only one request -- make the Mimic a full-fledged member of the X-Men when he returns -- he's as interesting as all the rest of that kookie crew put together! Yours till the Angel flies back to Capistrano.

Robert Krone, 140 E. 40th St.  
New York, N.Y.

Okay, tiger -- we'll consider your comments, savor your suggestions, and mull over your musings! (Kind'a chokes you up, eh?) Glad you liked Wondrous Werner's admirable action scenes, and Rascally Roy's sagacious scripts. And, if you're wondering why we're cutting this answer short, next time maybe you'll mention Left-out Lee's eye-straining editing! Nyahhh!



Dear Stan, Roy, and Werner,

I'm a college freshman this year and have been a fan of yours for the past five years. I'm still crazy about your super-hero mags. Because of this, I cannot stand quietly by and watch you wreck a good magazine. What do you think you're doing by taking Jean out of Professor Xavier's school? I appreciate a long, drawn-out, secret romance as much as the next person, but this one between Jean and Scott is getting ridiculous! Either break them up or let them get together, one or the other. (I'd prefer the second alternative myself.) Cut the continued stories to some

extent, also. And shorten them to two or three issues at the most. I accidentally missed an X-MEN issue because we were moving from the Canal Zone to the States, and I was somewhat at a loss as to what was going on. These are my complaints. Please think them over seriously, because I'm sure that hundreds of other Marvelites are thinking the same thing. Otherwise, I admit you people are great, if slightly confused at times. Brand Echh can't even hold a candle to you. I've stuck with you for five years, so I'm sure you won't be surprised when I tell you I'm intending to stick with you until the Watcher turns in his peeping-tom permit.

Nancy Mason, Qtrs. B., USNAD  
Crane, Ind.

Only till then? Gosh, Nan -- if there's one thing we can't stand, it's a fickle friend! However, to prove our magnanimity, we still love ya -- and don't worry about Jean -- we've a sneaking suspicion that Marveldom hasn't even begun to see the last of that chick!

Dear Stan, Roy, and Werner,

Awright! Enough is enough! It used to be that I liked the X-MEN better than any of your titles. They were mutants, feared, not trusted, always on the side of humanity, fighting evil mutants. So what happens? You turn these evil-mutant fighters into crummy super-villain combaters. You've turned an instant hit into a flop! In X-MEN you have great story potential and characters. So bring back evil mutants -- singly or in a group -- in the sensational tradition of the Brotherhood of Evil Mutants. Their purpose is supposed to be fighting mutants such as these. Leave the super-villains that aren't mutants to your other costumed do-gooders. C'mon, give it some thought!

Ronald Ford, 1110 Redwood St.  
Oxnard, Calif. 93030

We have thought about it, Ron -- we here! But, don'tcha remember what happened months ago? We received hundreds of letters a week telling us to unload Magneto -- telling us to have our youthful yahoos fight menaces other than big, bad mutants! Personally, we really dug Magneto, and our whole basic concept of the X-MEN was to have nice mutants fighting naughty mutants -- but the voriferous voices of Marveldom dictated otherwise! And now -- here you come confusing us again! So, we'll fall back on our usual tried-and-true solution -- we'll wait to see what our other unexcelled x-perts have to say -- and we'll letcha know on these pages in a later ish. Okay?

Dear Stan, Roy, and Werner,

I was but an empty shell of what was once a noble being, and I had lost the will to exist . . . until I discovered your masterpieces of comic book literature. Seriously now, shame on Professor X and his mutation-finding machine for not locating a very obvious mutation. Recently I bought an old X-MEN issue (#10 to be exact) which introduces Ka-Zar and his faithful companion, Zabu. No, Ka-Zar isn't the mutation, it's Zabu. In this issue he has a stump-tail like any respectable sabre-toothed tiger should



have: When he next appears in DAREDEVIL #12 and #13, guess what? He has a long and flowing tail! What gives? Since no ordinary mammal can do this, he must therefore be a mutation. By the way, what ever happened to him? Well, that's about it for now — keep up the good work!

Andru Raskin, 893 Schenck Ave.  
Brooklyn 7, N. Y.

Yeeesh! Is our collective face red! You've got us dead to rights, Andru! What happened was — after Zabu's initial appearance, we felt he'd look more dramatic, and more menacing with a long, flowing tail. Since he didn't appear again until many months later, we thought no one would notice. And, we almost got away with it until a sharp-eyed character like you nailed us! If anything calls for a deluxe no-prize, that does! So, clear off a non-conspicuous spot on your no-mantle-piece, and your specially designed, decorator approved no-prize will reach you before you know it! Congratulations, fortunate one — but promise you won't let it go to your head!

Dear Stan, Roy, and Werner,

In one of your past issues, someone asked if the Angel molted. Well, I don't know about molting, but he sure has changed his spots. The ending of X-MEN #26 was one of the most netting in recent months. The Angel, once a mature member of the team, has irresponsibly thrown away his mantle and become a vindictive trouble-maker. (Well, after all, he's making trouble for Cyclops, Marvel Girl, and himself, to say nothing of causing dissension within the group.) The Angel used to be my favorite X-man, but if this goes on, I may go back to the Beast. And he's got a big enough fan club as it is! The only good thing about all this is that now Scott will have to tell Jean. I've been getting pretty tired of all this mutual unrequited love business. Even Reed and Sue got married eventually. Even Spider-Man has plans. So, Stan, Roy, Werner, and Sam, get with it. We want a married X-Man, hear?! D. Potter, 644 Mosswood Ave.  
Orange, N. J.

Never mind about that! What we wanna know is, are you sure Spidey has plans? We didn't hear a thing about it! Why is the author always the last to know? How'd you find out, D.P.? C'mon, clue us in — please! After all, we've gotta write the blamed things! Gosh, if not for our capricious correspondents occasionally letting things drop, we'd never know what's going on around here! (In fact, wouldja believe most of the gang in the Bullpen still haven't even met Irving Forbush?) Oh well, if anything really made sense around here, then it wouldn't be Marvel!



Dear Stan, Roy, and Werner,

For starters, I think the X-Men are tops, and I'm only sorry I didn't start reading them sooner. I started reading issue #14 and liked it so well that I decided to make a collection of them. But I do have a question. In one of your earlier issues, I read that Professor Xavier lost the use of his legs due to a childhood accident. But in a later issue Lucifer dropped a huge stone slab on him. Now, which is the correct answer? Roger Racy, 918 Nita Ct.  
Chula Vista, Cal. 92011

You've gotta be kiddin', Rog! Everybody knows the answer to that one! For example, Stan says — Hey, Stan! Come back here! Well, he had some editing to

do. But, we'll just ask Roy, and he'll — Roy? We could've sworn he was here a minute ago! Anyway, Werner will tell us, and then — huh? How did he sneak out? Artie, do you remember how — oh, you don't eh? Sam? What about Jolly Solly? Fabulous Flo? Merry Marty? Excuse us a minute, Rog — we just remembered where we can find the answer! — Okay, we've got it. The Prof lost the use of his legs due to Lucifer's dropping that slab on him — when they were young adults. What's that? Where did we get the answer from? Simple — we called Brand Echh! You know how carefully they study our mags!



Dear Stan, Roy, and Werner,

I've read almost every issue of X-MEN, and issue #26 was the best of all the Marvel mags. I think you should let Marvel Girl come back to the X-Men and Cyclops should marry her. But Warren comes between them. I feel you should let Cyke get rid of his deadly eyes. But Cyke wouldn't want it that way; he would rather stay with the X-Men and fight the evil villains that endanger the world. So keep those presses running! 'Nuff said!

Donnie Thomas, 1415 Farley St.  
Houston, Tex.

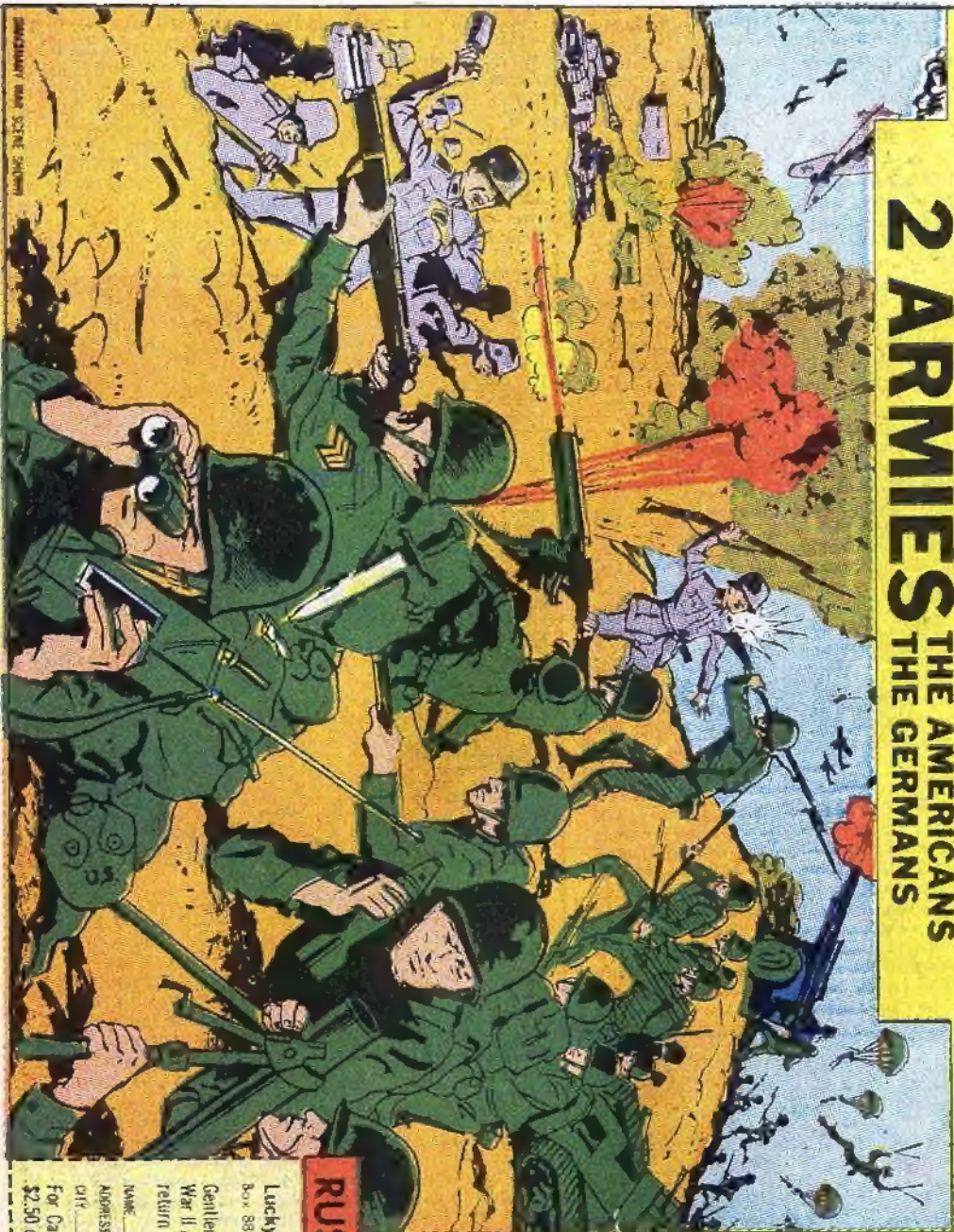
Aww, come on, Donnie — we've got enough to do, what with writing the stories, and drawing them, as well as doing the lettering and the coloring — surely you don't expect us to run the presses, too! However, we'll be glad to convey your sentiments to the stalwarts who man our mammoth printing presses, and we're sure they'll comply to the best of their ink-stained abilities! Now, about Cyke — if he did get rid of his eye power, as you so callously suggest, we'd have to dream up a different name for him — and we've already used up our entire list of appellations! So, obviously we can't oblige! Anyway, Don — we enjoyed hearing from you, and forgive us for the put-on, huh?

NEXT ISH: Mightier than Magneto — bolder than the Banshee — that's the weirdly wondrous Warlock, the X-Men's phantasmagorical foe in our next astonishing ish! We don't wanna spoil your enjoyment by telling you too much about it in advance, except to say that X-MEN #30 features some of the most frankly far-out fantasy footage ever to appear in a comic mag! It's an offbeat Marvel classic — so be here early! You know we'd never start without you — and we can't keep all of Marveldom waiting! 'Nuff said!



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